

BRITISH AND MALAYAN HOLDINGS LIMITED

Company Registration No.: 201632914Z
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held by way of electronic means on Wednesday, 20 October 2021 at 2:30 p.m. for the purpose of transacting the following business:-

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2021 together with the Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**
- To re-elect Mr Ng Kwan Meng, the Director retiring pursuant to Article 94 of the Company's Constitution. **(Resolution 2)**
[See Explanatory Note (i)]
- To re-elect Mr Soh Chung Hian, the Director retiring pursuant to Article 94 of the Company's Constitution. **(Resolution 3)**
[See Explanatory Note (ii)]
- To approve the payment of Directors' fees of S\$150,000 for the financial year ending 30 June 2022, to be paid quarterly in arrears. (2021: S\$150,000) **(Resolution 4)**
- To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

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

- Authority to issue shares** **(Resolution 6)**
"That, pursuant to Section 161 of the Companies Act, Chapter 50 and the Listing Rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given for the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
(i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
(ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "**Instruments**") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;
and (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuant to any Instruments made or granted by the Directors while the authority was in force, provided always that:
(a) 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) does not exceed fifty per centum (50%) of the Company's total number of issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares subsidiary holdings), and for the purpose of this Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be the Company's total number of issued shares (excluding treasury shares subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
(b) (subject to the manner of calculations as may be prescribed by the Singapore Exchange Securities Limited ("**SGX-ST**") for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for;
(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, and
(ii) any subsequent bonus issue, consolidation or subdivision of the Company's shares;
Adjustments in accordance with (i) and (ii) 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.
(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual 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
(d) (unless revoked or varied by the Company in general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."
[See Explanatory Note (iii)]
- Authority to allot and issue shares under British and Malayan Holdings Employee Share Option Scheme and British and Malayan Holdings Performance Share Plan **(Resolution 7)**
"That, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares in the capital of the Company as may be required and issued pursuant to the exercise of the options under the British and Malayan Holdings Employee Share Option Scheme ("**ESOS**") and/or vesting of awards under the British and Malayan Holdings Performance Share Plan ("**PSP**"), provided always that the aggregate number of additional Shares to be allotted and issued pursuant to the ESOS and PSP shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of 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, whichever is earlier."
[See Explanatory Note (iv)]
- To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Angela Ho Wei Ling
Lee Pay Lee
Company Secretaries
Singapore,
5 October 2021

Explanatory Notes:

- Mr Ng Kwan Meng will, upon re-election as Director of the Company, remain as the Chairman of the Remuneration Committee and a member of Audit and Risk Committee and Nominating Committee. Mr Ng is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Key information on Mr Ng can be found on page 58 of the Annual Report 2021. There are no relationships (including family relationship) between Mr Ng and the other Directors or the Company or its 10% shareholders.
- Mr Soh Chung Hian will, upon re-election as Director of the Company, remain as the Chairman of Audit and Risk Committee and a member of Nominating Committee and Remuneration Committee. Mr Soh is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Key information on Mr Soh can be found on page 58 of the Annual Report 2021. There are no relationships (including family relationship) between Mr Soh and the other Directors or the Company or its 10% shareholders.
- Ordinary Resolution 6 proposed above, if passed will empower the Directors of the Company, from the date of the passing of Ordinary Resolution 6 to the date of the next Annual General Meeting, to issue shares in the capital of the Company is required by law to be held and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, with a sub-limit of 20% of the issued shares (excluding treasury shares and subsidiary holdings) for issues other than on a pro rata basis to shareholders.
- Ordinary Resolution 7 proposed above, if passed will empower the Directors of the Company, from the date of the passing of Ordinary Resolution 7 to the date of the next Annual General Meeting is required by law to be held, whichever is earlier, to allot and issue shares in the Company of up to a number not exceeding in total fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the ESOS and vesting of the share awards under the PSP.

Notes:

The Annual General Meeting of the Company (the "AGM") is being convened, and will be held, by way of 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 Company is arranging for a live webcast and live audio feed of the AGM proceedings (the "Live AGM Webcast" or "Live AGM Audio Feed") which will take place on Wednesday, 20 October 2021 at 2:30 p.m. in place of the physical AGM. Members will be able to watch or listen to the AGM proceedings through the Live AGM Webcast or the Live AGM Audio Feed, and the Company will not accept any physical attendance by members. Any member seeking to attend the AGM physically in person will be turned away.

Printed copies of the Notice of AGM and accompanying Annual Report 2021 and proxy form will not be sent to members. Instead, these documents will be made available on SGXNet at <https://www.sgx.com/securities/company-announcements>.

Members will be able to participate in the AGM in following manner set out in the paragraphs below.

Live AGM Webcast and Live AGM Audio Feed:

- Members may watch or listen to the AGM proceedings through the Live AGM Webcast or the Live AGM Audio Feed. To do so, members will need to pre-register at <https://conveneagm.sg/bmhagm2021> (the "Registration Link") by 2:30 p.m. on 17 October 2021 (the "Registration Deadline") to enable the Company to verify their status.
- Following verification, authenticated members will receive an email by 5.00 p.m. on 18 October 2021 and will be able to access the Live AGM Webcast or the Live AGM Audio Feed of the AGM proceedings on day of the meeting via the Registration Link using their login credentials created during the pre-registration process.
- Members must not share their login credentials to other persons who are not members of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast or the Live AGM Audio Feed.
Members who have registered by the Registration Deadline but did not receive an email response by 5.00 p.m. on 18 October 2021 may contact the Company by email at angela.ho@bmtrust.com; jacqueline.teo@bmtrust.com.

Submission of Proxy Forms to Vote:

- Members will not be able to vote online or through the Live AGM Webcast or the Live AGM Audio Feed on the resolutions to be tabled for approval at the AGM. Members who wish to exercise their votes must submit a proxy form to appoint the Chairman of the AGM to cast votes on their behalf.
- Members (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- The Chairman of the AGM, as proxy, need not be a member of the Company.
- The proxy form, duly completed and signed, must be submitted by:
(a) mail to the Company's registered office at 1 Coleman Street #08-01 Adelphi Building Singapore 179803; or
(b) email to angela.ho@bmtrust.com; jacqueline.teo@bmtrust.com
in either case, by no later than 2:30 p.m. on 17 October 2021, being 72 hours before the time fixed for the AGM. Any incomplete/improperly completed proxy form (including proxy form which is not appointing "Chairman of the Meeting" as proxy) will be rejected by the Company. Members are strongly encouraged to submit completed proxy forms electronically via email in view of the current COVID-19 situation.
- Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including investors under the Central Provident Fund and the Supplementary Retirement Scheme ("CPF and SRS Investors"), who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective CPF Agent Banks and SRS Operators to submit their voting instructions at least seven (7) working days before the AGM (i.e. by 2:30 p.m. on 11 October 2021) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by 2:30 p.m. on 17 October 2021.

Submission of Questions in Advance:

- Members may submit questions relating to the items on the agenda of the AGM by 2:30 p.m. on 17 October 2021, via the Registration Link or via email to angela.ho@bmtrust.com; jacqueline.teo@bmtrust.com. For verification purposes, a shareholder who wishes to submit their questions by email is required to indicate their full name (for individuals)/company name (for corporates), NRIC/Passport No./Company Registration number, email address, contact number, shareholding type and number of shares held together with their submission of questions, to the email provided.
- The Company will endeavour to address the substantial and relevant questions before or during the AGM. The responses to questions from members will be posted on the SGXNet soonest possible before the AGM, or if answered during the AGM, to be included in the minutes of the AGM which will be published on the SGXNet within one (1) month after the date of the AGM.

Submission of Questions During the AGM:

- Shareholders who pre-register and are verified to attend the AGM will be able to ask questions relating to the agenda of the AGM during the AGM by submitting text-based questions via the Live AGM Webcast by using the "Ask a Question" feature and clicking on "Type Your Question" to input their queries in the questions text box.
- Where there are substantially similar questions for the Virtual Meeting and Physical Meeting, the Company will consolidate such questions. Consequently not all questions may be individually addressed.

Investors who hold Shares through Relevant Intermediaries (as defined in Section 181 of the Companies Act)

Such investors (including CPF and SRS Investors) who wish to participate in the AGM by:

- observing or listening to the AGM proceedings contemporaneously via the Live AGM Webcast or the Live AGM Audio Feed;
- submitting questions in advance of the or during the AGM; and/or
- voting by appointing the Chairman of the AGM as proxy at the AGM,

should contact the relevant intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or 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 or service providers) for the purpose of the processing, administration and analysis of the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.