

BRC ASIA LIMITED

(Company Registration No. 193800054G)
(Incorporated in Singapore on 14 December 1938)

NOTICE OF EXTRAORDINARY GENERAL MEETING

This Notice has been made available on SGXNET and the Company's website and may be accessed at www.brc.com.sg/investors/. A printed copy of this Notice will NOT be despatched to members.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of BRC Asia Limited (the "**Company**") will be held by way of electronic means on **5 July 2022 at 3.00 p.m.**, for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

*All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Company's circular to its shareholders dated 20 June 2022 ("**Circular**").*

ORDINARY RESOLUTION

THE ADOPTION OF THE PROPOSED INTERESTED PERSON TRANSACTIONS MANDATE

That:-

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, for the Company to enter into any of the transactions falling within the types of interested person transactions as set out in the Circular to this Notice of Extraordinary General Meeting, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions ("**Proposed IPT Mandate**");
- (b) the Proposed IPT 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 do all acts and things as they may in their discretion deem necessary, desirable or expedient in the interests of the Company to give effect to the Proposed IPT Mandate and/or this Ordinary Resolution.

BY ORDER OF THE BOARD

Mr. Teo Ser Luck
Chairman and Independent Director

20 June 2022

Notes:

1. The EGM will be held by way of electronic means pursuant to the COVID-19 Order and the Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation in relation to Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation issued on 1 October 2020 and updated on 4 February 2022. Printed copies of this Notice of EGM will not be sent to members. Instead, this Notice of EGM will be sent to members by electronic means via publication on the Company's website at www.brc.com.sg/investors/ and the SGXNET.

2. **As a precautionary measure due to the current COVID-19 situation in Singapore, Shareholders will not be able to attend the EGM in person.**

Alternative arrangements have been put in place to allow Shareholders to participate at the EGM by:

- (a) watching the EGM proceedings via "live" audio-and-video webcast or listening to the EGM proceedings via "live" audio feed;
- (b) submitting questions in advance of, or "live" at, the EGM and the Company addressing substantial and relevant questions in advance of, or "live" at, the EGM;
- (c) voting at the EGM (i) "live" by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM.

Please refer to Section 10 of the Circular for further information, including the steps to be taken by Shareholders to participate at the EGM.

3. Shareholders who wish to exercise their voting rights at the EGM may:

- (a) (where such Shareholders are individuals) vote "live" via electronic means at the EGM or (whether such Shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the EGM) to vote "live" via electronic means at the EGM on their behalf; or
- (b) (whether such Shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.

For the avoidance of doubt, CPF and SRS Investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the EGM) to vote "live" at the EGM on their behalf.

4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

5. A proxy need not be a member of the Company.

6. **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, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898; or
- (b) if submitted electronically, be submitted via (i) email to sg.is.proxy@sg.tricorglobal.com, or (ii) the pre-registration website at conveneagm.com/sg/brcasiaegm2022/;

in either case, by **3.00 p.m. on 2 July 2022**, being 72 hours before the time appointed for holding the EGM.

A Shareholder who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. **All Proxy Forms must be received by the Company by the time and date stated above to be treated as valid.**

Due to the current COVID-19 situation, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email or the pre-registration website.

A Shareholder who wishes to appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the EGM on his/her/its behalf must, in addition to completing and submitting the Proxy Form, ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email by the EGM service provider, Convene SG Pte. Ltd., upon verification of the Proxy Form(s).

7. 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. A CPF Investor/SRS Investor may:
 - (a) vote "live" via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **3.00 p.m. on 24 June 2022**, being 7 working days before the date of the EGM.
8. In the case of Shareholders of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any Proxy Form lodged if such Shareholders are not shown to have Shares entered against their names in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001), as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.
9. Shareholders and Investors may submit questions related to the resolutions to be tabled for approval for the EGM in advance of, or "live" at, the EGM. All Shareholders and Investors may submit questions relating to the business of the EGM in advance of the EGM no later than **3.00 p.m. on 2 July 2022**:
 - (a) via the pre-registration website at the URL conveneagm.com/sq/brcasiaegm2022/;
 - (b) by email to sg.is.proxy@sg.tricorglobal.com; or
 - (c) by post to the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898.

Shareholders and Investors submitting questions are required to state: (a) their full name; and (b) their identification/registration number, and (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, SRS and/or scrip), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

All questions submitted in advance of the EGM must be received by the Company by the time and date stated above to be treated as valid.

Due to the current COVID-19 situation in Singapore, Shareholders and Investors are strongly encouraged to submit their questions via the pre-registration website or by email.

10. Shareholders and Investors (including where applicable, their appointed proxy(ies)) who have pre-registered and are verified to attend the EGM will be able to ask questions relating to the ordinary resolutions tabled for approval at the EGM "live" at the EGM, by typing in and submitting their questions through the "live" ask-a-question function via the audio-visual webcast platform during the EGM within a certain prescribed time limit.
11. The Company will endeavour to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM as received from Shareholders and Investors before the EGM on SGXNET and the Company's website at www.brc.com.sg/investors/, or during the EGM. The Company will, during the EGM itself, address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the EGM) which have not already been addressed prior to the EGM, as well as those received "live" at the EGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.
12. All documents (including the Circular, Proxy Form and this Notice of EGM) or information relating to the business of the EGM have been, or will be, published on SGXNET and/or the Company's website at www.brc.com.sg/investors/. **Printed copies of the documents will not be despatched to members.** Shareholders and Investors are advised to check SGXNET and/or the Company's website regularly for updates.

Personal data privacy:

By (a) submitting a Proxy Form appointing proxy(ies) or the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof; (b) pre-registering for the EGM in accordance with this Notice; and/or (c) submitting any question to the Chairman of the EGM in advance of the EGM in accordance with this Notice, a Shareholder of the Company:

- (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of proxies for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**");
- (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.