



BBR HOLDINGS (S) LTD

(Incorporated in the Republic of Singapore)
Company Registration No. 199304349M

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of BBR HOLDINGS (S) LTD (the “Company”) will be held at 50 Changi South Street 1, BBR Building, Singapore 486126 on Friday, 24 April 2015 at 10.00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report and the audited Financial Statements of the Company for the year ended 31 December 2014 together with the Auditors’ Report thereto. **(Resolution 1)**
2. To declare a first and final (tax exempt one-tier) dividend of 0.8 cents per ordinary share for the year ended 31 December 2014. (2013: 0.8 cents) **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Article 117 of the Company’s Articles of Association:-
 - 3.1 Mr. Soh Gim Teik
(Note: Mr. Soh Gim Teik is an Independent Non-Executive Director, Chairman of the Investment Committee, a member of the Audit Committee and Nomination Committee. He will, upon re-election as a Director of the Company, remain as the Chairman of the Investment Committee, a member of the Audit Committee and Nomination Committee.) **(Resolution 3)**
 - 3.2 Ms. Luk Ka Lai Carrie
(Note: Ms. Luk Ka Lai Carrie is an Independent Non-Executive Director, Chairperson of the Audit Committee, a member of the Nomination Committee, Remuneration Committee and Investment Committee. She will, upon re-election as a Director of the Company, remain as the Chairperson of the Audit Committee, a member of the Nomination Committee, Remuneration Committee and Investment Committee.) **(Resolution 4)**

(More information about the retiring Directors can be found on pages 15 and 105 of the Annual Report 2014)
4. To approve the payment of \$280,000.00 as Directors’ fees for the year ended 31 December 2014. (2013: \$280,000.00) **(Resolution 5)**
5. To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix the auditors’ remuneration. **(Resolution 6)**
6. To transact any other ordinary business that may be properly transacted at an Annual General Meeting.

SPECIAL BUSINESS

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

General Share Issue Mandate

“THAT pursuant to Section 161 of the Singapore Companies Act (Chapter 50) and the Listing Rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”), 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) does not exceed 50% of the total number of issued shares excluding treasury shares (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 existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares excluding treasury shares (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 percentage of issued shares shall be based on the number of issued shares excluding treasury shares in the capital of the Company at the time of the passing of this Resolution, after adjusting for:-
 - (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 outstanding or subsisting at the time this Resolution is passed; and
 - (C) any subsequent bonus issue, consolidation or subdivision of shares, where applicable.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) such authority shall, unless revoked or varied by the Company at 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 laws to be held, whichever is earlier.”

(Resolution 7)

(See Explanatory Note 1)

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

Authority to issue shares under The BBR Share Plan

“THAT the Directors of the Company be and are hereby authorised to grant awards in accordance with the provisions of The BBR Share Plan (“**Plan**”) and to allot and issue from time to time such number of ordinary shares in the capital of the Company (“**Shares**”) as may be required to be allotted and issued pursuant to the vesting of awards under the Plan provided that the aggregate number of new Shares issued and to be issued pursuant to the Plan shall not exceed 10% of the total number of issued Shares of the Company excluding treasury shares from time to time.”

(Resolution 8)

(See Explanatory Note 2)

BY ORDER OF THE BOARD

Chiang Chai Foong
Company Secretary

Singapore, 9 April 2015

Explanatory Notes to the Notice of Annual General Meeting

- (1) Ordinary Resolution 7 in item 7, if passed, will empower the Directors to issue shares and convertible securities in the Company up to a number not exceeding 50% of the total number of issued shares of the Company (excluding treasury shares), of which up to 20% may be issued other than on a pro rata basis to the existing shareholders. For the purpose of determining the aggregate number of shares and convertible securities that may be issued, the percentage of issued shares is based on the Company’s issued share capital (excluding treasury shares) at the date of passing of the Resolution after adjusting for new issuance of shares, any subsequent consolidation or subdivision of shares, where applicable.
- (2) Ordinary Resolution 8 in item 8, if passed, will empower the Directors of the Company to grant awards in accordance with the provisions of The BBR Share Plan and to allot and issue shares thereunder.

Notes:

1. A member of the Company entitled to attend and vote at the above meeting may appoint not more than two (2) proxies to attend and vote in his stead. However, where a member appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. A proxy need not be a member of the Company. If the member is a corporation, the instrument appointing the proxy must be executed under seal or the hand of an officer or attorney duly authorized.
3. The duly executed instrument appointing a proxy or proxies must be deposited at the registered office of the Company at **50 Changi South Street 1, BBR Building, Singapore 486126** at least forty-eight (48) hours before the time appointed for the holding of the meeting.

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 any 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) for the purpose of the processing and administration by the Company (or its agents) 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) 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), 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) 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.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATES

NOTICE IS HEREBY GIVEN that the Transfer Book and the Register of Members of the Company will be closed from 6 May 2015 to 7 May 2015, both dates inclusive for the purpose of determining members' entitlements to the first and final (tax exempt one-tier) dividend of 0.8 cents per share (the "**Proposed Dividend**").

Duly completed registrable transfers received by the Company's share registrar, Boardroom Corporate and Advisory Services Pte. Ltd. of 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to 5.00 pm on 5 May 2015 will be registered to determine members' entitlements to the Proposed Dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 pm on 5 May 2015 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved at the Twenty-First Annual General Meeting to be held on 24 April 2015, will be paid on 21 May 2015.

BY ORDER OF THE BOARD

Chiang Chai Foong
Company Secretary

Singapore, 9 April 2015