
NOTICE OF EXTRAORDINARY GENERAL MEETING



HOLDINGS (S) LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199304349M)

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 17 May 2024 issued by BBR Holdings (S) Ltd ("**Circular**").*

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of BBR Holdings (S) Ltd (the "**Company**") will be held at 50 Changi South Street 1, BBR Building, Singapore 486126 on Monday, 3 June 2024 at 4.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions.

ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION OF 49% OF THE SHARES IN JSCL INVESTMENTS PTE. LTD. AND ENTRY INTO THE SHAREHOLDERS' AGREEMENT IN RESPECT OF JSCL INVESTMENTS PTE. LTD. FOR A TOTAL CONSIDERATION OF S\$30,436,120 ("PROPOSED TRANSACTION**")**

RESOLVED THAT, subject to and contingent upon the passing of Ordinary Resolution 2:

- (a) approval be and is hereby given for the Company to enter into the Proposed Transaction, upon the terms and conditions of the Sale and Purchase Agreement and the Shareholders' Agreement;

and for these purposes:

- (b) the Directors of the Company and each of them be and are/is hereby authorised to perform, complete and do all such acts and things (including approving, amending, modifying, supplementing and executing all such documents and ancillary agreements, including but not limited to the entry into the Management Services Agreement for the provision of Property Management Services, and making all such amendments thereto as may be required in connection with the Proposed Transaction) as they and/or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Transaction; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by a Director in connection with the Proposed Transaction and this Resolution be and are hereby approved, confirmed and ratified.

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ORDINARY RESOLUTION 2: THE PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS TO INCLUDE THE ACCOMMODATION BUSINESS

RESOLVED THAT:

- (a) approval be and is hereby given for the diversification by the Group of its Existing Business to include the Accommodation Business;
- (b) the Group be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares/interests in any entity that is in the Accommodation Business on such terms and conditions as the Directors deem fit, and the Directors be and are hereby authorised to take such steps and exercise such discretion and do all acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and
- (c) the Directors and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Diversification as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

BY ORDER OF THE BOARD

Liew Meng Ling
Company Secretary

Singapore, 17 May 2024

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NOTES:

1. The members of the Company are invited to **attend physically** at the EGM. **There will be no option for shareholders to participate virtually.** Printed copies of this Notice, the accompanying Proxy Form and Request Form will be sent to members and will be made available on the Company's website at <https://bbr.listedcompany.com/egm.html> and on the SGXNet at <https://www.sgx.com/securities/company-announcements>. A member will need an internet browser and PDF reader to view these documents.
2. Members (including Central Provident Fund Investment Scheme investors ("**CPF Investors**") and/or Supplementary Retirement Scheme investors ("**SRS Investors**") may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) voting at the EGM
 - (i) themselves personally; or
 - (ii) through their duly appointed proxy(ies).

CPF Investors and SRS Investors who wish to attend the EGM in person or appoint the Chairman of the EGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes **by 5.00 p.m. on 23 May 2024.**

Please bring along your NRIC/passport to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process.

3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"**Relevant Intermediary**" means

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital market services license to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the CPF Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
5. A member can appoint the Chairman of the EGM as his/her/its proxy **but this is not mandatory.**
 6. The Proxy Form must be submitted in the following manner:
 - (a) if submitted via email, be sent to egm2024@bbr.com.sg; or
 - (b) if submitted by post must be deposited at the registered office of the Company at 50 Changi South Street 1, BBR Building, Singapore 486126,

in either case, by **4.00 p.m. on 31 May 2024**, being no later than 72 hours before the time fixed for the EGM. A member who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

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The instrument appointing a proxy(ies) must be signed by the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy(ies) is signed on behalf of the appointer by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

The Company shall be entitled to reject the instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument of proxy (such as in the case where the appointer submits more than one (1) instrument of proxy).

In the case of a member whose shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), the Company may reject any instrument of proxy lodged if such member, being the appointer, is not shown to have any shares entered against his/her name in the Depository Register as at 72 hours before the time set for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Completion and return of the instrument appointing a proxy shall not preclude a member from attending, speaking and voting at the EGM if he/she so wishes. Any appointment of a proxy or proxies shall be revoked if a member subsequently attends the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument of proxy to the EGM.

7. Members may raise questions at the EGM or submit questions related to the resolutions to be tabled for approval at the EGM, in advance of the EGM. For members who would like to submit questions in advance of the EGM, they may do so by **4.00 p.m. on 24 May 2024:**

- (a) by email to egm2024@bbr.com.sg; or
- (b) by post to the registered office of the Company at 50 Changi South Street 1, BBR Building, Singapore 486126.

Members submitting questions are requested to state: (i) their full name; (ii) the member's identification/ registration number; (iii) their contact numbers and email addresses; and (iv) the manner in which they hold Shares in the Company (e.g. via CDP, CPF or SRS), failing which the Company shall be entitled to regard the submission as invalid. The Company will publish its responses to the substantial and relevant questions submitted by members prior to the abovementioned deadline on the Company's website and SGXNet by **4.00 p.m. on 29 May 2024** being at least 48 hours before the deadline for submission of the Proxy Form.

8. For questions received after 24 May 2024, the Company will endeavour to address all substantial and relevant questions submitted by members during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will publish the responses to such questions together with the minutes of the EGM on SGXNet and the Company's website at https://bbr.listedcompany.com/agm_egm.html within one (1) month after the date of the EGM.
9. Members are reminded to check SGXNet for any latest updates on the status of the EGM.

Personal Data Privacy:

By attending the EGM, submitting questions in advance of the EGM and/or submitting an instrument appointing a proxy(ies) (including the Chairman of the EGM) and/or representative(s) to attend, speak and vote at the EGM 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 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that all information submitted is true and accurate, and 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.