



# 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 Fifteenth Annual General Meeting of BBR HOLDINGS (S) LTD (the "Company") will be held at 50 Changi South Street 1, BBR Building, Singapore 486126 on Tuesday, 28 April 2009 at 10.00 a.m. for the following purposes:

### ORDINARY BUSINESS

1. To receive and adopt the audited Financial Statements of the Company for the year ended 31 December 2008. (Resolution 1)
2. To approve the payment of \$177,792.00 as Directors' fees for the year ended 31 December 2008 (2007: \$175,000.00) (Resolution 2)
3. To re-elect Mr. Bruno Sergio Valsangiacomo who retires by rotation in accordance with Article 109 of the Company's Articles of Association and who, being eligible, has offered himself for re-election.  
*(Note: Mr. Bruno Sergio Valsangiacomo is a Non-Executive Director. If re-elected, he will remain as a member of the Remuneration Committee)* (Resolution 3)
4. To re-elect Prof. Yong Kwet Yew who retires by rotation in accordance with Article 109 of the Company's Articles of Association and who, being eligible, has offered himself for re-election.  
*(Note: Prof. Yong Kwet Yew is an Independent Non-Executive Director. If re-elected, he will remain as the Chairman of the Board, Chairman of the Nomination Committee, Chairman of the Remuneration Committee and a member of the Audit Committee)* (Resolution 4)
5. To re-elect Mr. Soh Gim Teik who retires in accordance with Article 119 of the Company's Articles of Association and who, being eligible, has offered himself for re-election.  
*(Note: Mr. Soh Gim Teik is an Independent Non-Executive Director appointed on 8 August 2008. If re-elected, he will remain as a member of the Audit Committee and a member of the Nomination Committee)* (Resolution 5)
6. To record the vacation of office by Mr. Fritz Ernst Speck at the conclusion of the Meeting pursuant to Section 153 of the Companies Act, Chapter 50.  
*(Note: Mr. Fritz Ernst Speck is a Non-Executive Director who is over the age of 70 years)* (Resolution 6)
7. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 7)

### SPECIAL BUSINESS

8. To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions:
  - 8.1 "That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Mainboard Rules of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors to issue shares and convertible securities of the Company 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, provided always that:
    - (a) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50% of the total number of issued shares (excluding treasury shares) of the Company.
    - (b) the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company.For the purposes of determining the aggregate number of shares and convertible securities that may be issued under the aforesaid sub-paragraphs (a) and (b), the percentage of issued shares is based on the maximum potential number of issued shares capital of the Company as at the date of the passing of this Resolution, after adjusting for:-
    - (i) new shares issued arising from the conversion or exercise of convertible securities; and
    - (ii) any subsequent bonus issue, consolidation or subdivision of shares, where applicable.The 50% limit in the aforesaid sub-paragraph (a) may be increased to 100% for the Company to undertake pro-rata renounceable rights issues; and such authority, unless revoked or varied by the Company at a general meeting, shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by laws to be held, whichever is earlier." (Resolution 8)
  - 8.2 "That subject to and pursuant to the share issue mandate in the Resolution 8 above being obtained, authority be and is hereby given to the Directors to issue new shares other than on a pro-rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent more than a 20% discount for new shares to the weighted average price per share determined in accordance with the requirements of the SGX-ST." (Resolution 9)
9. To transact any other business which may properly be transacted at an Annual General Meeting.

By Order of the Board

Chiang Chai Foong  
Company Secretary  
Singapore, 3 April 2009

### 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.
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.

### Explanatory Note to the Notice of Annual General Meeting

The proposed Ordinary Resolutions 8 and 9, 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, 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 at the date of passing of the Resolution after adjusting for new issuance of shares, any subsequent consolidation or subdivision of shares, where applicable.

To accelerate and facilitate fund raising efforts, the Company wishes to adopt the measures introduced by the SGX-ST in February 2009, among other things, (1) to increase the 50% limit for issuance of new shares on pro-rata basis to 100% for issuance of shares via a pro-rata renounceable rights issue; and (2) to allow issuance of shares on a non pro-rata basis at a discount exceeding 10% but not more than 20% to the weighted average price per share.