



BBR HOLDINGS (S) LTD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of BBR HOLDINGS (S) LTD (the "Company") will be held at 50 Changi South Street 1, BBR Building, Singapore 486126 on Wednesday, 28 April 2010 at 9.30 a.m. for the following purposes:

ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the audited Financial Statements of the Company for the year ended 31 December 2009 together with the Auditors' Report thereto. **(Resolution 1)**
- To declare a first and final (tax exempt one-tier) dividend of 0.6 cents per ordinary share for the financial year ended 31 December 2009. **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Article 117 of the Company's Articles of Association:-
 - Ms. Luk Ka Lai Carrie
(Note: Ms. Luk Ka Lai Carrie is an Independent Non-Executive Director. She will upon re-election as a Director of the Company, remain as the Chairperson of the Audit Committee and a member of the Nomination Committee) **(Resolution 3)**
 - Mr. Tan Kheng Hwee Andrew
(Note: Mr. Tan Kheng Hwee Andrew is the Executive Director and Chief Executive Officer) **(Resolution 4)**
- To re-elect Mr. Peter Michael Ekberg, a Director retiring pursuant to Article 121 of the Company's Articles of Association.
(Note: Mr. Peter Michael Ekberg is a Non-Executive Director appointed on 28 April 2009) **(Resolution 5)**
- To approve the payment of \$203,000.00 as Directors' fees for the year ended 31 December 2009 (2008: \$177,792.00) **(Resolution 6)**
- 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

To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions:

7. 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:

- allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise;
 - 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
 - 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
- 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

- 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 50% of the total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (3) below); and
 - 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 (3) below);
- the 50% limit in sub-paragraph (1)(A) above may be increased to 100% for the Company to undertake pro-rata renounceable rights issues;
- (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 the aforesaid 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:-
 - new shares arising from the conversion or exercise of convertible securities; or
 - 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
 - any subsequent bonus issue, consolidation or subdivision of shares, where applicable.
- 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 Articles of Association for the time being of the Company; and
- 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." (See Explanatory Note) **(Resolution 8)**

8. Authority to issue shares at a discount

"That subject to and pursuant to the general share issue mandate in 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." (See Explanatory Note) **(Resolution 9)**

9. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Chiang Chai Foong
Company Secretary

Singapore, 13 April 2010

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.

Notes:

- 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.
- A proxy need not be a member of the Company. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorized.
- 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.

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 at 5.00 pm on 6 May 2010, for the purpose of determining members' entitlements to the first and final (tax exempt one-tier) dividend of 0.6 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 6 May 2010 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 6 May 2010 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved at the Sixteenth Annual General Meeting to be held on 28 April 2010, will be paid on 18 May 2010.

BY ORDER OF THE BOARD

Chiang Chai Foong
Company Secretary

Singapore, 13 April 2010