



## **BH GLOBAL CORPORATION LIMITED**

(Company Registration Number: 200404900H)

(Incorporated in the Republic of Singapore)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of **BH GLOBAL CORPORATION LIMITED** (the “**Company**”) will be held by way of electronic means on Friday, 5 June 2020 at 10.30 a.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day for the purpose of considering, and if thought fit, passing, with or without modifications, the following 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 Shareholders dated 14 May 2020 (including supplements and modifications thereto).*

#### **AS ORDINARY RESOLUTION**

##### **ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE PSP 2020**

##### **ORDINARY RESOLUTION 2: AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE PSP 2020**

#### **THAT:**

- (a) the performance share plan to be known as the “**BH Global Corporation Performance Share Plan 2020**” (the “**PSP 2020**”) details of which are set out in the Circular dated **14 May 2020** to the Shareholders, under which awards (“**Awards**”) of Shares, will be granted, free of payment, to selected employees of the Group, be and is hereby approved.
- (b) the Directors of the Company be and are hereby authorised:
  - (i) to establish and administer the PSP 2020;
  - (ii) to modify and/or alter the PSP 2020 from time to time, provided such modification and/or alternation is effected in accordance with the provisions of the PSP 2020 and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the PSP 2020;
  - (iii) to grant Awards in accordance with the provisions of the PSP 2020 and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable pursuant to the PSP 2020, subject to the passing of this Ordinary Resolution 1, shall not exceed fifteen per cent. (15%) of the issued Shares of the Company from time to time (excluding Treasury Shares and subsidiary holdings);
  - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the PSP 2020; and
  - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

##### **ORDINARY RESOLUTION 3: THE PROPOSED PARTICIPATION OF VINCENT LIM HUI ENG, A CONTROLLING SHAREHOLDER, IN THE PSP 2020**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Vincent Lim Hui Eng, who is a Controlling Shareholder of the Company, in the PSP 2020 be and is hereby approved.

**ORDINARY RESOLUTION 4:  
THE PROPOSED PARTICIPATION OF PATRICK LIM HUI PENG, A CONTROLLING SHAREHOLDER, IN  
THE PSP 2020**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Patrick Lim Hui Peng, who is a Controlling Shareholder of the Company, in the PSP 2020 be and is hereby approved.

**ORDINARY RESOLUTION 5:  
THE PROPOSED PARTICIPATION OF EILEEN LIM CHYE HOON, A CONTROLLING SHAREHOLDER, IN  
THE PSP 2020**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Eileen Lim Chye Hoon, who is a Controlling Shareholder of the Company, in the PSP 2020 be and is hereby approved.

**ORDINARY RESOLUTION 6:  
THE PROPOSED PARTICIPATION OF JOHNNY LIM HUAY HUA, A CONTROLLING SHAREHOLDER, IN  
THE PSP 2020**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Johnny Lim Huay Hua, who is a Controlling Shareholder of the Company, in the PSP 2020 be and is hereby approved.

**ORDINARY RESOLUTION 7:  
THE PROPOSED PARTICIPATION OF HING KAH WAH, AN ASSOCIATE OF CONTROLLING  
SHAREHOLDER EILEEN LIM CHYE HOON, IN THE PSP 2020**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Hing Kah Wah, who is an Associate of Eileen Lim Chye Hoon, a Controlling Shareholder of the Company, in the PSP 2020 be and is hereby approved.

**ORDINARY RESOLUTION 8:  
THE PROPOSED ADOPTION OF THE ESOS 2020**

**ORDINARY RESOLUTION 9:  
THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AND TO ALLOT AND  
ISSUE SHARES UNDER THE ESOS 2020**

**THAT:**

- (a) the share option scheme to be known as the “BH Global Corporation Share Option Scheme 2020” (the “ESOS 2020”) details of which are set out in the Circular dated 14 May 2020 to the Shareholders, under which awards (“Awards”) of Shares, will be granted, free of payment, to selected employees of the Group, be and is hereby approved and adopted substantially in the form set out in the rules of the ESOS 2020, and the Directors of the Company be and are hereby authorised:
  - (i) to establish and administer the ESOS 2020;
  - (ii) to modify and/or amend the ESOS 2020 from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the ESOS 2020 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESOS 2020;
  - (iii) to offer and grant Options in accordance with the rules of the ESOS 2020 and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Options under the ESOS 2020, subject to the passing of Ordinary Resolution 8, and provided that the aggregate number of Shares issued and issuable pursuant to the ESOS 2020 and any other share-based incentive schemes of the Company shall not exceed fifteen per cent. (15%) of the issued shares of the Company from time to time (excluding Treasury Shares and subsidiary holdings);

- (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Options granted under the ESOS 2020; and
- (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

**ORDINARY RESOLUTION 10:  
THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT UNDER THE ESOS 2020**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 8 being approved, approval be given for Options to be granted under the ESOS 2020 for the subscription of Shares at subscription prices which may, at the discretion of the Committee administering the ESOS 2020, be subject to a discount to the Market Price for the Shares prevailing at the Date of Grant of the respective Options (such market price to be determined in accordance with the Rules of the ESOS 2020), provided that the maximum discount which may be given shall not exceed twenty per cent. (20%) of the relevant market price for the Shares applicable to that Option.

**ORDINARY RESOLUTION 11:  
THE PROPOSED PARTICIPATION OF VINCENT LIM HUI ENG, A CONTROLLING SHAREHODER IN THE ESOS 2020**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Vincent Lim Hui Eng, who is a Controlling Shareholder of the Company, in the ESOS 2020 be and is hereby approved.

**ORDINARY RESOLUTION 12:  
THE PROPOSED PARTICIPATION OF PATRICK LIM HUI PENG, A CONTROLLING SHAREHOLDER, IN THE ESOS 2020**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Patrick Lim Hui Peng, who is a Controlling Shareholder of the Company, in the ESOS 2020 be and is hereby approved.

**ORDINARY RESOLUTION 13:  
THE PROPOSED PARTICIPATION OF EILEEN LIM CHYE HOON, A CONTROLLING SHAREHOLDER, IN THE ESOS 2020**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Eileen Lim Chye Hoon, who is a Controlling Shareholder of the Company, in the ESOS 2020 be and is hereby approved.

**ORDINARY RESOLUTION 14:  
THE PROPOSED PARTICIPATION OF JOHNNY LIM HUAY HUA, A CONTROLLING SHAREHOLDER, IN THE ESOS 2020**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Johnny Lim Huay Hua, who is a Controlling Shareholder of the Company, in the ESOS 2020 be and is hereby approved.

**ORDINARY RESOLUTION 15:  
THE PROPOSED PARTICIPATION OF HING KAH WAH, AN ASSOCIATE OF EILEEN LIM CHYE HOON, A CONTROLLING SHAREHOLDER, IN THE ESOS 2020**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Hing Kah Wah, who is an Associate of Eileen Lim Chye Hoon, a Controlling Shareholder of the Company, in the ESOS 2020 be and is hereby approved.

**ORDINARY RESOLUTION 16:  
THE PROPOSED SHARE PURCHASE MANDATE**

**THAT:**

- (a) for the purposes of Sections 76C and 76E of the Companies Act (Chapter 50) of Singapore (“**Companies Act**”), and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the Company (the “**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) market purchases (each a “**Market Purchase**”) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or
  - (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate in paragraph (a) of this resolution may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company is held;
  - (ii) the date by which the next annual general meeting of the Company is required by law to be held; or
  - (iii) the date on which purchases or acquisitions of Shares are carried out to the full extent mandated; or
  - (iv) the date on which the authority contained in the Share Purchase Mandate is varied or revoked;
- (c) in this resolution:

“**Prescribed Limit**” means, subject to the Companies Act, ten per cent. (10%) of the total number of issued Shares of the Company as at the date of the passing of this resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares of the Company as altered after such capital reduction. Any Shares which are held as Treasury Shares will be disregarded for the purposes of computing the ten per cent. (10%) limit; and

“**Maximum Price**”, in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, clearance fees, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as defined hereinafter); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Average Closing Price (as defined hereinafter),

where:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-Market Day period;

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from its Shareholders, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-market Purchase; and

“**Market Day**” means a day on which the SGX-ST is open for trading in securities;

- (d) the Directors of the Company be and are hereby authorised to deal with the Shares purchased or acquired by the Company pursuant to the Share Purchase Mandate in any manner as they think fit, which is permissible under the Companies Act; and
- (e) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this resolution.

#### **AS SPECIAL RESOLUTION**

#### **SPECIAL RESOLUTION 17: THE PROPOSED ADOPTION OF THE NEW CONSTITUTION**

#### **THAT:**

- (a) the Regulations contained in the New Constitution of the Company as set out in **Appendix D** of the Circular to the Shareholders dated 14 May 2020 be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this special resolution.

BY ORDER OF THE BOARD

#### **BH GLOBAL CORPORATION LIMITED**

Vincent Lim Hui Eng  
Executive Chairman and Chief Executive Officer

Singapore  
14 May 2020

**Notes:**

1. The Extraordinary General Meeting (“**EGM**”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”). Printed copies of this Notice of EGM and the proxy form has been sent to members. This Notice of EGM, with its accompanying proxy form, and the Company’s Circular to Shareholders will be made available by electronic means via publication on the Company’s website at the URL <https://www.bhglobal.com.sg>, as well as on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, pursuant to the Order, are set out herein.
3. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM in accordance with the instructions set out in the proxy form if such member wishes to exercise his/her/its voting rights at the EGM.** The accompanying proxy form for the EGM may also be accessed at the Company’s website at the URL <https://www.bhglobal.com.sg>, and will be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
4. Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
5. CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 26 May 2020.
6. Members who wish to observe the EGM proceedings via live audio-visual webcast will need to pre-register by accessing the Company’s website at the URL <https://www.bhglobal.com.sg> no later than 10.00 a.m. on 2 June 2020. Instructions on how to access the live audio-visual webcast of the EGM proceedings will be sent to authenticated members via electronic mail 24 hours before the EGM.
7. Members will not be able to ask questions during the live audio-visual webcast of the EGM proceedings. Therefore, it is important for members to submit their questions in advance of the EGM. Members can submit questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the EGM, in advance, during the pre-registration process, or via email to the Company at [ir@bhglobal.com.sg](mailto:ir@bhglobal.com.sg). All questions must be submitted by 10.00 a.m. on 26 May 2020, and the Company will not be able to address questions received after such time and date. The Company will endeavour to address all substantial and relevant questions received from members prior to and / or at the EGM through the live audio-visual webcast. Members must provide their full names and identification numbers when writing in, along with their email addresses and mobile contact numbers. The Company will only address questions received from members who are verifiable against the Depository Register or the Register of Members.
8. The Chairman of the EGM, as a proxy, need not be a member of the Company.
9. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged with the registered office of the Company at 8 Penjuru Lane, Singapore 609189; or
  - (b) if submitted electronically, be submitted via email to the Company at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),

in either case, at least 48 hours before the time for holding the EGM.

Printed copies of this Notice of EGM and the proxy form has been sent to members. A member who wishes to submit an instrument of proxy can either use the printed proxy form, or download the proxy form, then 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.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

#### **PERSONAL DATA PRIVACY**

By submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance 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, regulations and/or guidelines.