

CIRCULAR DATED 28 OCTOBER 2021

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular (as defined herein) is issued by Brook Crompton Holdings Ltd. (the “Company”). If you are in any doubt in relation to this Circular or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser(s) immediately.

Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the section entitled “DEFINITIONS”.

If you have sold or transferred all your Shares, you should immediately inform the purchaser or transferee, or the bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular, together with the Notice of EGM and the accompanying Proxy Form, may be accessed via SGXNet and the Company’s corporate website at <https://www.brookcromptonholdings.com>.

The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made, or reports contained in this Circular.

This Circular, together with the Notice of EGM and the accompanying Proxy Form, have been made available on SGXNet and the Company’s corporate website at <https://www.brookcromptonholdings.com>. **A printed copy of this Circular, together with the Notice of EGM and the accompanying Proxy Form, will NOT be despatched to Shareholders.**

Due to the current COVID-19 situation in Singapore, Shareholders will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) observing the EGM proceedings via a “live” audio-visual webcast or listening to the EGM proceedings via a “live” audio-only feed; (b) submitting relevant questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM.

Please refer to the Notice of EGM dated 28 October 2021 for further information, including the steps to be taken by Shareholders to participate at the EGM.



BROOK CROMPTON HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 194700172G)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

**THE PROPOSED CHANGE OF AUDITORS FROM MESSRS BDO LLP
TO MESSRS RSM CHIO LIM LLP**

IMPORTANT DATES AND TIMES

- Last date and time to register online to attend the Extraordinary General Meeting : 13 November 2021 at 2.00 p.m.
- Last date and time for lodgement of Proxy Form : 14 November 2021 at 2.00 p.m.
- Date and time of Extraordinary General Meeting : 16 November 2021 at 2.00 p.m.
- Place of Extraordinary General Meeting : The EGM will be held by way of electronic means. Please refer to the Notice of EGM dated 28 October 2021 for further information.

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DEFINITIONS

For the purposes of this Circular, the following definitions apply throughout unless the context otherwise requires or otherwise stated:

“ACRA”	:	Accounting and Corporate Regulatory Authority of Singapore
“AGM”	:	Annual General Meeting
“ATB”	:	ATB Austria Antriebstechnik AG, a Controlling Shareholder of the Company
“Audit Committee”	:	The audit committee of the Company for the time being
“Auditors”	:	The auditors of the Company for the time being
“Board”	:	The board of directors of the Company for the time being
“BDO China”	:	BDO China Shu Lun Pan Certified Public Accountants LLP
“BDO LLP”	:	Messrs BDO LLP, the existing Auditors
“Brook Crompton APAC”	:	Brook Crompton Asia Pacific Pte Ltd, the Company’s Singapore-incorporated subsidiary
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 28 October 2021
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore, as may be amended, modified or supplemented from time to time
“Company”	:	Brook Crompton Holdings Ltd.
“Controlling Shareholder”	:	A person who: (a) holds directly or indirectly 15% or more of all voting shares in the Company (subject to the SGX-ST determining that such a person is not a Controlling Shareholder); or (b) in fact exercises control over the Company
“Directors”	:	The directors of the Company for the time being
“EGM”	:	The extraordinary general meeting of the Company to be held by way of electronic means on Tuesday, 16 November 2021 at 2.00 p.m., notice of which is set out on pages N-1 to N-3 of this Circular
“FY”	:	Financial year of the Company ended or ending 31 December, as the case may be
“Group”	:	The Company and its subsidiaries as at the date of this Circular
“Latest Practicable Date”	:	The latest practicable date prior to the date of issue of this Circular, being 15 October 2021
“Listing Manual”	:	The Listing Manual of the SGX-ST as may be amended, modified or supplemented from time to time
“Notice of EGM”	:	The notice of EGM as set out on pages N-1 to N-3 of this Circular
“NTA”	:	Net tangible assets

DEFINITIONS

“ Ordinary Resolution ”	:	The ordinary resolution as set out in the Notice of EGM on pages N-1 to N-3 of this Circular
“ Proposed Change of Auditors ”	:	Has the meaning ascribed to it in Section 1 of this Circular
“ Proposed New Auditors ” or “ RSM ”	:	Messrs RSM Chio Lim LLP
“ Proxy Form ”	:	The proxy form in respect of the EGM as set out in this Circular
“ SFA ”	:	Securities and Futures Act, Chapter 289 of Singapore, as may be amended, modified or supplemented from time to time
“ SGX-ST ”	:	Singapore Exchange Securities Trading Limited
“ Shareholders ”	:	Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the Depositors who have Shares entered against their names in the Depository Register
“ Shares ”	:	Ordinary shares in the capital of the Company
“ Substantial Shareholder ”	:	A Shareholder who has an interest or interests in one or more voting shares in the Company and the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares in the Company
“ Wolong ”	:	Wolong Electric Group Co., Ltd.
“ \$ ”, “ S\$ ”, “ SGD ” and “ cents ”	:	Singapore dollars and cents, respectively, being the lawful currency for the time being of the Republic of Singapore
“ % ” or “ per cent ”	:	Per centum or percentage

The terms “**Depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA. The term “**subsidiary**” shall have the meanings ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word defined under the SFA, Companies Act, the Listing Manual or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the SFA, Companies Act, the Listing Manual or any such statutory modification thereof, as the case may be, unless otherwise provided.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day or date in this Circular is made by reference to Singapore time or date unless otherwise stated.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.

Chancery Law Corporation has been appointed as the Singapore legal counsel to the Company in relation to the drafting of this Circular.

LETTER TO SHAREHOLDERS

BROOK CROMPTON HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 194700172G)

Directors:

Pang Xinyuan	Chairman / Non-Independent, Non-Executive Director
Knut Unger	Lead Independent Director
Chao Mun Leong	Independent Director

Registered Office:

19 Keppel Road
#08-01, Jit Poh Building
Singapore 089058

Date: 28 October 2021

To: The Shareholders of Brook Crompton Holdings Ltd.

Dear Sir/Madam

THE PROPOSED CHANGE OF AUDITORS FROM MESSRS BDO LLP TO MESSRS RSM CHIO LIM LLP

1. INTRODUCTION

The Directors are convening an EGM to seek Shareholders' approval for the proposed change of Auditors from Messrs BDO LLP to the Proposed New Auditors, Messrs RSM Chio Lim LLP ("**Proposed Change of Auditors**"). Further details on the Proposed Change of Auditors are set out below in Section 2 of this Circular.

The purpose of this Circular is to provide Shareholders with relevant information, explain the rationale for, and to seek Shareholders' approval for the Proposed Change of Auditors, at the EGM. The Notice of EGM is set out on pages N-1 to N-3 of this Circular.

The SGX-ST assumes no responsibility for the contents of the Circular including the accuracy of any of the statements made, opinions made or reports contained in this Circular. If a Shareholder is in doubt as to the action he should take, he should consult his stockbroker, bank manager, accountant, solicitor, tax adviser or other professional adviser immediately.

2. PROPOSED CHANGE OF AUDITORS

2.1 Background of and Rationale for the Proposed Change of Auditors

The Company's current Auditors, BDO LLP, have been Auditors of the Company since November 2016, for FY2016. BDO LLP was last re-appointed as Auditors of the Company at the AGM of the Company held on 29 April 2021 to hold office until the conclusion of the next AGM of the Company.

As at the Latest Practicable Date, ATB Austria Antriebstechnik AG, a company incorporated in Austria, is a Controlling Shareholder of the Company holding 66.10% of the entire issued and paid-up capital of the Company ("**ATB**"). ATB is also an indirect wholly-owned subsidiary of Wolong Electric Group Co., Ltd. ("**Wolong**"). As Wolong has ceased its engagement of BDO China Shu Lun Pan Certified Public Accountants LLP ("**BDO China**") as its auditors, the Company has received the nomination of the Proposed New Auditors, Messrs RSM Chio Lim LLP, as the proposed new Auditors of the Company in place of BDO LLP, as it is more efficient from a reporting perspective for the Group to engage auditors who have an existing working relationship with the auditors of Wolong.

LETTER TO SHAREHOLDERS

Prior to the Board's decision to propose the Proposed New Auditors as the Auditors of the Company, the Board and the Audit Committee had considered (i) the adequacy of the resources and experience of the auditing firm and the audit partner-in-charge to be assigned to the audit, Mr. Eu Chee Wei David ("Mr. Eu"), (ii) other audit engagements of the auditing firm, (iii) the Group's audit requirements (taking into consideration the size and complexity of the Group's business and operations) and (iv) the number and experience of supervisory and professional staff to be assigned to the audit. The Audit Committee also took into consideration the Audit Quality Indicators Disclosure Framework issued by ACRA in assessing the suitability of the Proposed New Auditors.

After taking into consideration among others the above factors, the Board and the Audit Committee are of the view that (a) the Proposed New Auditors and Mr. Eu – the audit firm and audit partner-in-charge to be appointed respectively – are well suited to meet the existing needs and audit requirements of the Group, and that (b) the quality of the audit is expected to be retained. As such, the Board has recommended the appointment of the Proposed New Auditors as Auditors of the Company in place of BDO LLP in respect of FY2021.

2.2 Requirements under Rule 715 of the Listing Manual Rules

Subject to the approval of Shareholders at the EGM for the Proposed Change of Auditors, the Company will appoint the Proposed New Auditors as Auditors of the Company and its Singapore-incorporated subsidiary, Brook Crompton Asia Pacific Pte Ltd, in accordance with the requirements of Rule 715(1) of the Listing Manual.

Further, in compliance with the requirements of Rule 715(2) of the Listing Manual, the Company will also engage a suitable auditing firm for its significant foreign-incorporated subsidiaries and associated companies. In this regard, the following audit firms will be appointed to audit the Company's foreign-incorporated subsidiaries:

- (a) Azets Co UK, a member firm of the international Azets network, will be appointed to conduct the audit of Brook Crompton UK Limited, the Company's wholly-owned subsidiary incorporated in the United Kingdom;
- (b) RSM Canada, a member firm of the international RSM network, will be appointed to conduct the audit of Brook Crompton Limited, the Company's wholly-owned subsidiary incorporated in Canada; and
- (c) RSM Canada, a member firm of the international RSM network, will be appointed to conduct the audit of Brook Crompton USA, Inc, the Company's wholly-owned subsidiary incorporated in the United States of America.

The Company's Australia-incorporated wholly-owned subsidiary, Brook Crompton Australia Pty Ltd, will not be audited as it is currently dormant. Brook Motors Ltd., the wholly-owned subsidiary of Brook Crompton UK Limited and incorporated in the United Kingdom, is also currently dormant and need not be audited. For the avoidance of doubt, the Company does not have any foreign-incorporated significant associated companies for the current financial year commencing 1 January 2021 up to the Latest Practicable Date.

The Board and the Audit Committee, having discussed with the Proposed New Auditors and considered factors such as (i) the adequacy of resources and experience of the audit firms to be appointed to audit the Company's foreign-incorporated subsidiaries as well as the respective audit partners-in-charge to be assigned to the audit, (ii) the size and complexity of the business and operations of the aforesaid subsidiaries and (iii) the number and experience of supervisory and professional staff to be assigned to the audit, are satisfied that the appointment of different audit firms will not compromise the standard and effectiveness of the audit of the Group. Accordingly, the Board confirms that Rule 715 of the Listing Manual will be complied with.

LETTER TO SHAREHOLDERS

The appointment of the Proposed New Auditors as Auditors of the Company will be effective from the date of approval by Shareholders at the EGM. Upon appointment, the Proposed New Auditors will hold office until the conclusion of the next AGM of the Company.

2.3 Information on the Proposed New Auditors and the Audit Partner-in-Charge

The information on the Proposed New Auditors and the audit partner-in-charge below was provided to the Company by the Proposed New Auditors and its representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

The Proposed New Auditors

RSM Chio Lim LLP is part of the international RSM network of independent public accounting firms providing assurance, tax and business advisory services. The international RSM network has over 820 offices worldwide and over 48,000 global staff strength. It is the sixth largest global provider of audit, tax and accounting services, and each line of service is staffed with highly qualified and experienced professionals. RSM Chio Lim LLP has experience carrying out audit on companies with broadly similar business activities to the Group.

With a total staff strength of over 90 partners/directors and over 950 and 260 staff in Singapore and China respectively, RSM Chio Lim LLP is ranked the largest accounting and business advisory group outside the big four accounting firms in Singapore. It is also registered with the Public Company Accounting Oversight Board (PCAOB). RSM Chio Lim LLP is approved under the Accountants Act (Chapter 2) of Singapore ("**Accountants Act**").

For more information about RSM Chio Lim LLP, its core values and services, please visit RSM Chio Lim LLP's website at <https://www.rsm.global/singapore>.

For the purposes of the audit of the Group, the Group audit engagement team of RSM Chio Lim LLP in Singapore will comprise a team of four audit professionals. In addition, the audit of the Group will also be reviewed by an audit engagement quality control review partner.

Audit Partner-in-Charge

The audit partner-in-charge who will be in charge of the audit is Mr. Eu. Mr. Eu is a practising member of the Institute of Singapore Chartered Accountants and a public accountant under the Accountants Act, and has more than 25 years of experience in providing audit services to a variety of clients. His professional experience includes providing audit and assurance services to public companies listed on the Singapore Exchange, subsidiaries of multinational corporations listed overseas, and large privately held companies. These companies are in various industries such as manufacturing, industrial, construction, consumer products, automotive, logistics, retail and food & beverage. Mr. Eu's professional experience in audit includes carrying out audit on companies with broadly similar business activities to the Group.

For the past 12 months, Mr. Eu has not been subject to a Practice Monitoring Programme Review ("**PMP Review**") carried out by ACRA and, accordingly, has had no feedback from ACRA. In 2016, ACRA had carried out its PMP Review on him and he had passed the PMP Review and no restriction has been placed on him to continue to audit the financial statements of public listed entities.

LETTER TO SHAREHOLDERS

2.4 Confirmation of the Company

2.4.1 In accordance with the requirements of Rule 712(3) of the Listing Manual:

- (a) BDO LLP, the outgoing Auditors, have confirmed, by way of its letter to the Proposed New Auditors dated 15 October 2021, that it is not aware of any professional reasons why the Proposed New Auditors should not accept the appointment as new Auditors of the Company;
- (b) the Board confirms that there were no disagreements with the outgoing Auditors, BDO LLP, on accounting treatments within the last 12 months up to the date of their resignation on 14 October 2021;
- (c) the Board confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which have not been disclosed in the announcements in respect of the Proposed Change of Auditors dated 18 October 2021 and 21 October 2021, and/or this Circular;
- (d) the specific reasons for the Proposed Change of Auditors are set out in Section 2.1 of this Circular above. The Proposed Change of Auditors is neither due to the dismissal of BDO LLP, or due to BDO LLP declining to stand for election; and
- (e) the Company confirms that it is in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the appointment of Proposed New Auditors as new Auditors of the Company.

2.4.2 On 20 September 2021, the Proposed New Auditors had given its written consent to act as new Auditors of the Company, subject to the approval of Shareholders at an EGM to be convened for the Proposed Change of Auditors.

2.4.3 On 23 September 2021, BDO LLP applied to ACRA to seek its consent to resign as Auditors of the Company. On 14 October 2021, (i) ACRA replied and consented to the resignation of BDO LLP as Auditors of the Company and fixed BDO LLP's resignation date on the same day; and (ii) the Company received a notice of resignation from BDO LLP citing the reasons for its resignation as Auditors of the Company ("**Written Statement**"). Pursuant to Section 205AC(1) of the Companies Act, a copy of the Written Statement is set out in the Appendix to this Circular. Pursuant to Section 205AB(5) of the Companies Act, the resignation of BDO LLP will take effect on the latest of these dates, (i) on the day on which ACRA notifies BDO LLP and the Company of ACRA's consent to the resignation, (ii) on the day fixed by ACRA, or (iii) on the day specified by BDO LLP in the notice of resignation. Accordingly, BDO LLP's resignation took effect on 14 October 2021.

2.5 Appointment and Scope of Audit to be provided by RSM

The scope of audit services to be provided by RSM will be comparable to those provided by BDO LLP. Accordingly, the Proposed Change of Auditors would not result in a reduction of the scope of audit services currently provided by BDO LLP.

If the Shareholders approve the appointment of RSM as the Company's Auditor, RSM will be conducting the Company's audit for the financial year ending 31 December 2021.

LETTER TO SHAREHOLDERS

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The details of the Directors' and Substantial Shareholders' interests in the Company as at the Latest Practicable Date are set out as follows:

Name	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Directors						
Pang Xinyuan	–	–	23,439,519 ⁽²⁾	66.10	23,439,519	66.10
Knut Unger	10,000	0.03	–	–	10,000	0.03
Chao Mun Leong	–	–	–	–	–	–
Substantial Shareholder(s) (other than Directors)						
ATB	–	–	23,439,519 ⁽³⁾	66.10	23,439,519	66.10
Wolong Investments Gmbh	–	–	23,439,519 ⁽⁴⁾	66.10	23,439,519	66.10
Wolong Holding Group Gmbh	–	–	23,439,519 ⁽⁵⁾	66.10	23,439,519	66.10
Hongkong Wolong Holding Group Co Ltd	–	–	23,439,519 ⁽⁶⁾	66.10	23,439,519	66.10
Wolong Electric Group Co Ltd	–	–	23,439,519 ⁽⁷⁾	66.10	23,439,519	66.10
Zhejiang Wolong Shunyu Investment Co. Ltd	–	–	23,439,519 ⁽⁸⁾	66.10	23,439,519	66.10
Wolong Holding Group Co Ltd	–	–	23,439,519 ⁽⁹⁾	66.10	23,439,519	66.10
Chen Jiancheng	–	–	23,439,519 ⁽¹⁰⁾	66.10	23,439,519	66.10
Chen Yanni	–	–	23,439,519 ⁽¹¹⁾	66.10	23,439,519	66.10

Notes:

- (1) Based on 35,458,818 Shares in issue as at the Latest Practicable Date.
- (2) Pang Xinyuan is the spouse of Chen Yanni and son-in-law of Chen Jiancheng, and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 133(4) of the SFA.
- (3) ATB is deemed to be interested in the 23,439,519 Shares held under the name of nominee, CGS-CIMB Securities (Singapore) Pte Ltd.
- (4) Wolong Investments Gmbh ("**Wolong Investments**") holds 100% shares in ATB and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.
- (5) Wolong Holding Group Gmbh ("**Wolong Holdings**") is the sole shareholder of Wolong Investments and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.
- (6) Hongkong Wolong Holding Group Co Ltd ("**Hongkong Wolong**") is the sole shareholder of Wolong Holdings and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.
- (7) Wolong Electric Group Co Ltd ("**Wolong Electric**") is the sole shareholder of Hongkong Wolong and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.
- (8) Zhejiang Wolong Shunyu Investment Co. Ltd ("**Zhejiang Wolong Shunyu**") holds not less than 20% of the voting shares in Wolong Electric and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.

LETTER TO SHAREHOLDERS

- (9) Wolong Holding Group Co Ltd (“**WHGCL**”) is the sole shareholder of Zhejiang Wolong Shunyu and it also holds minority shares in Wolong Electric, is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.
- (10) Chen Jiancheng holds not less than 20% equity interest in WHGCL and is therefore deemed interested in the Shares held by ATB by virtue of Section 4 of the SFA.
- (11) Chen Yanni holds not less than 20% equity interest in WHGCL and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.

Save as disclosed in the Circular, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Change of Auditors.

4. AUDIT COMMITTEE’S STATEMENT

The Audit Committee has reviewed the Proposed Change of Auditors and recommends the Proposed Change of Auditors from BDO LLP to the Proposed New Auditors, after taking into account, among others, the suitability of the Proposed New Auditors, the Group’s audit requirements and the requirements of the Listing Manual.

5. DIRECTORS’ RECOMMENDATION

Having considered, among others, the rationale for and benefits of the Proposed Change of Auditors and the Audit Committee’s statement, the Directors are of the view that the appointment of the Proposed New Auditors as new Auditors of the Company is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Change of Auditors to be proposed at the EGM.

6. EXTRAORDINARY GENERAL MEETING

An EGM will be held by way of electronic means on Tuesday, 16 November 2021 at 2.00 p.m. for the purpose of considering and, if thought fit, passing, with or without any modifications, the Ordinary Resolution as set out in the Notice of EGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who wish to vote on the Ordinary Resolution at the EGM must appoint the Chairman as their proxy by completing the Proxy Form as attached to the Notice of EGM.

Please refer to the alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM as set out in the Notice of EGM dated 28 October 2021, which has been uploaded together with this Circular on SGXNet and the Company’s corporate website at <https://www.brookcromptonholdings.com> on the same day.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least seventy-two (72) hours before the time fixed for the holding of the EGM.

LETTER TO SHAREHOLDERS

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm, after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Subject to prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be issued by the relevant authorities, a copy of each of the following documents are available for inspection at the Company's registered office at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058 during normal business hours for a period of (3) months from the date of this Circular:

- (a) the letter from BDO LLP dated 15 October 2021 indicating that they are not aware of any professional reasons why the Proposed New Auditors should not accept the appointment as new Auditors of the Company;
- (b) the letter from the Proposed New Auditors dated 20 September 2021 in respect of its consent to act as new Auditors of the Company;
- (c) the letter from ACRA dated 14 October 2021 in respect of its consent to the resignation of BDO LLP;
- (d) the Written Statement from BDO LLP in respect of its resignation as Auditors of the Company;
- (e) the Annual Report of the Company for FY2020;
- (f) the Company's financial results for the six months ended 30 June 2021; and
- (g) the Constitution of the Company.

Yours faithfully

For and on behalf of the Board of Directors of
BROOK CROMPTON HOLDINGS LTD.

Pang Xinyuan
Non-Executive Chairman

APPENDIX



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www.bdo.com.sg

BDO LLP
Chartered Accountants
600 North Bridge Road
#23-01 Parkview Square
Singapore 188778

Our ref: AudTE/B859/PCB/PT

14 October 2021

The Board of Directors
Brook Crompton Holdings Limited
19 Keppel Road
#08-01 Jit Poh Building
Singapore 089058

Attention: Richard Eason

Dear Sirs

Brook Crompton Holdings Limited
Brook Crompton Asia Pacific Pte. Ltd.

RESIGNATION AS AUDITORS

Please be informed that we have applied for and obtained consent from the Accounting and Corporate Regulatory Authority (ACRA) with regards to our resignation as auditors. Our reason for the resignation is in consideration of the letter to us (dated 17 September 2021) detailing the decision of Company not to retain the services of BDO LLP as the ultimate holding company, Wolong Electric Group Co Ltd, had recently changed its group auditors. As such, the auditors of the ultimate holding company cease to be BDO China.

Therefore, we hereby tender our resignation as the auditors of the above mentioned companies in accordance with the Singapore Companies Act, Chapter 50.

We would like to place on record our thanks for the opportunity to have worked with your organisation and also express our appreciation for the cooperation given to us over the past years.

Should there be any occasion where we can be of service to you in any other capacity we look forward to hearing from you.

Yours truly

NOTICE OF EXTRAORDINARY GENERAL MEETING

BROOK CROMPTON HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 194700172G)

All capitalised terms in this Notice shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the circular to shareholders dated 28 October 2021 issued by the Company.

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** (“**EGM**” or “**Meeting**”) of Brook Crompton Holdings Ltd. (“**Company**”) will be held by way of electronic means (via live webcast and web audio only) on Tuesday, 16 November 2021 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications the following Ordinary Resolution:-

ORDINARY RESOLUTION:

THE PROPOSED CHANGE OF AUDITORS FROM MESSRS BDO LLP TO MESSRS RSM CHIO LIM LLP

That –

- (i) the resignation of Messrs BDO LLP as Auditors of the Company be and is hereby accepted and that Messrs RSM Chio Lim LLP, having consented to act, be hereby appointed as the Auditors of the Company in place of BDO LLP to hold office until the conclusion of the next AGM of the Company at a fee and on such terms to be agreed between the Directors and Messrs RSM Chio Lim LLP; and
- (ii) the Directors of the Company and each of them be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to this Ordinary Resolution.

BY ORDER OF THE BOARD
BROOK CROMPTON HOLDINGS LTD.

PANG XINYUAN
NON-EXECUTIVE CHAIRMAN

28 October 2021

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

Important Notice to Shareholders regarding the Conduct of the Company's EGM

Pursuant to Part 4 of the COVID-19 (Temporary Measures) Act 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended from time to time), the EGM will be held by electronic means and members of the Company will **NOT** be allowed to attend the EGM in person. A member of the Company (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/ its proxy to attend and vote on his/her/its behalf at the Meeting if such member wishes to exercise his/her/its voting rights at the Meeting. This Notice of EGM has been made available on SGXNet and the following URL: <https://www.brookcromptonholdings.com>. A printed copy of this Notice of EGM will **NOT** be despatched to members.

Shareholders should note the following procedures and/or instructions to participate in the EGM via LIVE WEBCAST OR WEB AUDIO ONLY.

Participation in the EGM proceedings via "live webcast" or "web audio only"

1. A member of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch via Live Webcast or listen via web audio only to the proceedings of the EGM via mobile phone, tablet or computer (the "electronic means"). In order to do so, the member must pre-register by 2.00 p.m. on 13 November 2021 ("**Registration Deadline**"), at the following URL: <https://conveneagm.com/sg/brookcromptonegm2021> (the "**BCHL EGM Website**"), to create an account.
2. Following authentication of his/her/its status as a member of the Company, such member will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
3. Members who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 5.00 p.m. on 15 November 2021 should contact the Company at the following email address: mgt@brookcromptonholdings.com, with the following details included: (1) the member's full name; and (2) his/her/its identification/ registration number.

Submission of questions prior to the EGM

4. A member of the Company may also submit questions relating to the resolutions to be tabled for approval at the EGM. The Company will endeavour to address questions which are substantial and relevant prior to the EGM via SGXNET on 15 November 2021. Thereafter the minutes of the EGM shall be published on SGXNet within one (1) month after the conclusion of the EGM.
5. To do so, all questions must be submitted no later than the Registration Deadline through either one of the following means:
 - (a) via the BCHL EGM Website; or
 - (b) in physical copy by depositing the same at the registered office of the Company at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058.
- (6) If the questions are deposited in physical copy at the Company's registered office and not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.

Voting by proxy

7. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/ it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the instrument appointing the Chairman of the Meeting as proxy ("**Proxy Form**"), failing which the appointment will be treated as invalid.
8. The Chairman of the Meeting, as proxy, need not be a member of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

9. The Proxy Form must be submitted through any one of the following means:
- (a) via the BCHL EGM Website in the electronic format accessible on the BCHL EGM Website; or
 - (b) by depositing a physical copy at the registered office of the Company at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058; or
 - (c) by sending a scanned PDF copy by email to mgt@brookcromptonholdings.com,
- in each case, no later than 2.00 p.m. on 14 November 2021, and failing which, the Proxy Form will not be treated as valid.
10. In the case of submission of the Proxy Form other than via the BCHL EGM Website, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
11. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the EGM, in accordance with Section 179 of the Companies Act (Chapter 50 of Singapore) and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
12. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
13. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by CDP to the Company.
14. A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPFIS Members or SRS investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Approved Bank) to submit his/her voting instructions at least seven (7) working days prior to the date of the EGM.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 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; or
- (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act, Chapter 289 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36, 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 Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal data privacy:

By pre-registering for the Live Webcast, submitting a Proxy Form appointing the Chairman of the Meeting as proxy to vote at the EGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the EGM, a member of the Company consents to the collection, use and disclosure of such member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration, analysis and facilitation by the Company (or its agents or service providers) of his/her/its participation in 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.

BROOK CROMPTON HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 194700172G)

**PROXY FORM –
EXTRAORDINARY GENERAL MEETING**

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. Alternative arrangements relating to, amongst others, attendance, submission of questions in advance and voting by proxy at the EGM (as defined herein) are set out in the Company's announcement dated 28 October 2021 (the "Announcement") which has been uploaded together with the Notice of EGM dated 28 October 2021 on SGXNet on the same day. The Notice of EGM and Proxy Form can also be accessed at the following URL: <https://www.brookcromptonholdings.com> and SGXNet. A printed copy of this Proxy Form will **not** be despatched to members of the Company.
2. A member will not be able to attend the EGM in person. Please see Notes 2 to 8 below for further details
3. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them

PERSONAL DATA PRIVACY

By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 28 October 2021.

I/We, _____ (Name) _____ (NRIC / Passport No./Company Registration No.)
of _____ (Address)

being a *member/members of **BROOK CROMPTON HOLDINGS LTD.** (the "**Company**"), hereby appoints the Chairman of the extraordinary general meeting of the Company (the "**EGM**"), as *my/our proxy to vote for *me/us on *my/our behalf at the EGM to be held by way of electronic means on Tuesday, 16 November 2021 at 2.00 p.m. (Singapore time) and at any adjournment thereof. *I/We direct the Chairman of the EGM to vote for or against, or abstain from voting on the Resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the appointment of the Chairman of the EGM as *my/our proxy will be treated as invalid.

The Resolution put to the vote at the EGM shall be decided by way of poll.

If you wish to exercise all your votes "For" or "Against", or "Abstain" the relevant Resolution, please mark an "X" in the appropriate box provided. Alternatively, please indicate the number of votes "For" or "Against", or "Abstain" each Resolution in the boxes provided as appropriate. If you mark an "X" in the abstain box for the Resolution, you are directing your proxy, who is the Chairman of the EGM, not to vote on the Resolution.

Ordinary Resolution	By way of poll		
	For	Against	Abstain
To approve the Proposed Change of Auditors of the Company from Messrs BDO LLP to Messrs RSM Chio Lim LLP			

Dated this _____ day of _____, 2021

Total Number of Shares Held in:	
(a) CDP Register	
(b) Register of Members	

Signature(s) of member(s)
or Common Seal of Corporate Shareholder

* Delete as appropriate

IMPORTANT: PLEASE READ NOTES FOR PROXY FORM CAREFULLY BEFORE COMPLETING THIS PROXY FORM.



PROXY FORM

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. 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 (as amended from time to time), the EGM will be held by electronic means and members of the Company will NOT be allowed to attend the EGM in person.
3. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in this Proxy Form, failing which the appointment will be treated as invalid.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. This Proxy Form must be submitted through any one of the following means:
 - (a) via the following URL: <https://conveneagm.com/sg/brookcromptonegm2021> (the “BCHL EGM Website”) in the electronic format accessible on the BCHL EGM Website; OR
 - (b) by depositing a physical copy at the registered office of the Company at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058; or
 - (c) by sending a scanned PDF copy by email to mgt@brookcromptonholdings.com,in each case, no later than 2.00 p.m. on 14 November 2021, and failing which, this Proxy Form will not be treated as valid.
6. In the case of submission of this Proxy Form other than via the BCHL EGM Website, this Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where this Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where this Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
8. A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPFIS Members or SRS investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Approved Bank) to submit his/her voting instructions at least seven (7) working days prior to the date of the EGM.

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- (a) a banking corporation licensed under the Banking Act, Chapter 19 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; or
- (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act, Chapter 289 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36, 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 Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PROXY FORM

General:

The Company shall be entitled to reject this Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this Proxy Form. In addition, in the case of a member of the Company whose shares are entered in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms as set out in the Notice of EGM dated 28 October 2021.