

NOTICE OF ANNUAL GENERAL MEETING
年度股東大會公告

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of BH GLOBAL CORPORATION LIMITED (the “**Company**”) will be held by way of electronic means on Thursday, 22 April 2021 at 10.00 a.m. to transact the following business:-

茲通告明輝環球企業有限公司(簡稱“公司”)謹訂於 2021 年 4 月 22 日(星期四)上午 10 點整透過電子方式舉行年度股東大會(簡稱“**AGM**”)，討論以下議案：

AS ORDINARY BUSINESS

普通議案

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2020 and the Auditors’ Report thereon.
核覆及承認本公司截至 2020 年 12 月 31 日截止之董事聲明書及經查核之財政年度財務報表及審計師報告書。
(Resolution 1)
(決議案 1)
2. To declare a Final Dividend of 0.5 Singapore cent per ordinary share (one-tier tax exempt) for the financial year ended 31 December 2020.
宣佈配發截至 2020 年 12 月 31 日止財政年度普通股股息每股新幣 0.5 元(一級免稅)。
(Resolution 2)
(決議案 2)
3. To approve the Directors’ Fees of S\$300,000 for the financial year ended 31 December 2020 (2019: S\$300,000).
批准截至 2020 年 12 月 31 日截止財政年度董事酬勞新幣 300,000 元(2019:新幣 300,000 元)。
(Resolution 3)
(決議案 3)
4. To re-elect Mr Vincent Lim Hui Eng, a Director retiring pursuant to Regulation 104 of the Company’s Constitution.
(See Explanatory Note 1)
根據公司章程第 104 條，重新改選林翔寬先生為董事。
(請參閱附註說明 1)
(Resolution 4)
(決議案 4)
5. To re-elect Mr Henry Tan Song Kok, a Director retiring pursuant to Regulation 104 of the Company’s Constitution.
(See Explanatory Note 2)
根據公司章程第 104 條，重新改選陳頌國先生為董事。
(請參閱附註說明 2)
(Resolution 5)
(決議案 5)
6. That, subject to and contingent upon passing of Resolution 7 by shareholders of the Company, excluding the directors and the chief executive officer (“**CEO**”) of the Company, and their respective associates (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”): (a) the continued appointment of Mr Winston Kwek Choon Lin, as an independent director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Winston Kwek Choon Lin as a director, or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.
(See Explanatory Note 3)
(Resolution 6)
(決議案 6)

在本公司股東，不包括本公司董事和首席執行官(“CEO”)及其各別家屬(定義見新加坡證券交易所(“SGX-ST”)上市手冊),在通過第 7 號決議案的前提下：(a)根據 SGX-ST 上市手冊第 210(5) (d) (iii) (A)條規定(將於 2022 年 1 月 1 日起生效)，繼續任命郭俊麟先生為獨立董事並通過；及(b)本決議案授予的授權將持續有效，直至以下情況提前出現：(i) 郭俊麟先生辭職董事或退休，或(ii)本決議案通過後本公司召開第三次年度股東大會。
(請參閱附註說明 3)

7. That, subject to and contingent upon the passing of Resolution 6 (a) the continued appointment of Mr Winston Kwek Choon Lin as an independent director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Winston Kwek Choon Lin as a director, or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution, provided that this Resolution shall only be proposed and voted upon if Resolution 6 is passed by shareholders of the Company.
(See Explanatory Note 3)
在通過第 6 號決議案的前提下 (a) 根據 SGX-ST 上市手冊第 210(5)(d)(iii)(B)條(將於 2022 年 1 月 1 日起生效)繼續任命郭俊麟先生為獨立董事並通過(b)本決議案授予的授權將持續有效，直至以下情況提前出現：(i) 郭俊麟先生辭職董事或退休，或 (ii) 本決議案通過後本公司召開第三次年度股東大會，若公司股東通過第 6 號決議案方可提出並表決本決議。
(請參閱附註說明 3)
- (Resolution 7)**
(決議案 7)
8. That, subject to and contingent upon passing of Resolution 9 by shareholders of the Company, excluding the directors and the CEO of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST): (a) the continued appointment of Mr Loh Weng Whye, as an independent director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Loh Weng Whye as a director, or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.
(See Explanatory Note 4)
在本公司股東，不包括本公司董事和首席執行官(“CEO”)及其各別家屬(定義見新加坡證券交易所(“SGX-ST”)上市手冊),在通過第 9 號決議案的前提下：(a)根據 SGX-ST 上市手冊第 210(5) (d) (iii) (A)條規定(將於 2022 年 1 月 1 日起生效)，繼續任命羅永威先生為獨立董事並通過；及(b)本決議案授予的授權將持續有效，直至以下情況提前出現：(i) 羅永威先生辭職董事或退休，或(ii)本決議案通過後本公司召開第三次年度股東大會。
(請參閱附註說明 4)
- (Resolution 8)**
(決議案 8)
9. That, subject to and contingent upon the passing of Resolution 8 (a) the continued appointment of Mr Loh Weng Whye as an independent director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Loh Weng Whye as a director, or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution, provided that this Resolution shall only be proposed and voted upon if Resolution 8 is passed by shareholders of the Company.
- (Resolution 9)**
(決議案 9)

(See Explanatory Note 4)

在通過第 8 號決議案的前提下(a) 根據 SGX-ST 上市手冊第 210(5)(d)(iii)(B)條(將於 2022 年 1 月 1 日起生效)繼續任命羅永威先生為獨立董事並通過(b)本決議案授予的授權將持續有效，直至以下情況提前出現：(i) 羅永威先生辭職董事或退休，或(ii) 本決議案通過後本公司召開第三次年度股東大會，若公司股東通過第 8 號決議案方可提出並表決本決議。

(請參閱附註說明 4)

10. To re-appoint Messrs Baker Tilly TFW LLP as auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 10)
續聘 Messrs Baker Tilly TFW LLP 為本公司會計師及授權董事釐定其酬金。 (決議案 10)

AS SPECIAL BUSINESS

特別議案

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

考慮並酌情通過(不論是否修訂)下列決議案為普通決議案：

11. **Share Issue Mandate**
股份發行授權

“That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the SGX-ST, authority be given to the Directors of the Company to issue shares (“Shares”) whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

提議根據公司法第 161 節、第 50 章及新加坡交易所有限公司上市手冊第 806 條，授權本公司董事隨時按該等條款及條件向董事認為合適的人士發行股份，不論透過增資股、紅利股或其他方式發行股份(“股份”)，及/或作出或釋出可能或將須發行股份的要約、協議或購股權(統稱“工具”)，包括但不限於首發及發行(以及調整)認股權證、債券或其他可轉換為股份的工具，惟：

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the share capital of the Company;
股份總數(包括根據本項決議案作出或授出的工具將予發行的股份)不得超過在通過本項決議案當日本公司股本中已發行股份總數(不包括庫藏股份和子公司持股)的百分之五十(50%)，其中按比例發行給本公司全體股東的股份及可換股證券的總數不得超過本公司股本中已發行股份總數(不包括庫藏股份和子公司持股)的百分之二十(20%);
- (b) (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 sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution, after adjusting for:

(根據SGX-ST規定的計算方式)為計算根據上文第(a)段可能發行的股份總數，已發行股份總數(不包括庫藏股及子公司持股)應根據本公司通過本項決議案當日的已發行股份總數(不包括庫藏股及子公司持股)計算，並就下列事項作出調整：

- (i) new Shares arising from the conversion or exercise of convertible securities; 因轉換或行使可換股證券而產生的新股
- (ii) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and 行使股票選擇權或授予股份獎勵產生的新股，只要是符合SGX-ST上市手冊第八章第八部分授予的購股權或獎勵；和
- (iii) any subsequent bonus issue, consolidation or subdivision of Shares, 任何其後的股利股份發行、合併或分拆股份；

adjustments in accordance with sub-paragraphs (i) and (ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument; 根據上述第(i)和(ii)項進行的調整僅適用於在本決議案通過當時即已發行且未償還或已存在因可轉換證券，購股權或股票獎勵所產生的新股，就文書而言，應視為股份數目，如果該股份的權利在製定或授予該文書之日已被充分行使或生效，則應視為已發行股份數目；

- (c) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until: 除非公司在股東大會上撤銷或變更，否則此類授權應持續有效，直至：
 - (i) the conclusion of the Company's next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier; or 公司下次年度股東大會結束或法律規定公司下一次屆年度股東大會召開日期為止，以時間較早者為準；或
 - (ii) in the case of Shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of such convertible securities.” 根據本決議案發行或授予可轉換證券條款所發行的股份，直至這些股份滿足可轉換證券的條款。

(Resolution 11)
(決議案 11)

(See Explanatory Note 5)
(請參閱附註說明5)

12. **Authority to allot and issue shares under the BH Global Corporation Performance Share Plan 2020**

授權根據明輝環球企業 2020 年績效股計劃配售和發行股票

“That pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the vesting of awards under the BH Global Corporation Performance Share Plan 2020 (the “PSP 2020”), provided always that the aggregate number of additional new Shares to be allotted and issued pursuant to the PSP 2020 and other share scheme(s) to be implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in

force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

根據公司法第 161 條，通過並授權公司董事得根據明輝環球企業 2020 年績效股計劃(“PSP 2020”) 授予的獎勵可要求在公司資本額內不定時配售和發行新股。然根據 PSP 2020 和公司將要實施的其他股份計劃配售和發行新增新股總數(如有)不得超過公司不定時已發行股份(不包括庫藏股和子公司持股)總數的 15%，且該授權，除非公司在股東大會上撤銷或變更，否則持續有效，直至公司下一次 AGM 結束或法律規定公司下一屆召集 AGM 之日期為止(以時間較早者為準)。

(Resolution 12)

(決議案 12)

(See Explanatory Note 6)

(請參閱附註說明 6)

13. **Authority to Allot and Issue Shares under the BH Global Corporation Employee Share Option Scheme 2020**

授權根據明輝環球企業 2020 年員工股購股權計畫

“That pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the exercise of options granted in accordance with the provisions of the BH Global Corporation Employee Share Option Scheme 2020 (the “ESOS 2020”), provided always that the aggregate number of the ESOS 2020 Shares shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

根據公司法第 161 條，通過並授權公司董事得根據明輝環球企業 2020 年員工股購股權計畫 (“ESOS 2020”) 執行根據規定授予的購股權獎勵，可要求在公司資本額內不定時配售和發行新股。然根據 ESOS 2020 配售和發行新增新股總數不得超過公司不定時已發行股份(不包括庫藏股和子公司持股)總數的 15%，且該授權，除非公司在股東大會上撤銷或變更，否則持續有效，直至公司下一次 AGM 結束或法律規定公司下一屆召集 AGM 之日期為止(以時間較早者為準)。

(Resolution 13)

(決議案 13)

(See Explanatory Note 7)

(請參閱附註說明 7)

14. **The proposed renewal of the Share Purchase Mandate**

擬議更新股份購買授權

“ That

“即

- (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:

就新加坡公司法(第 50 章)第 76C 和 76E 節而言，和目前可適用的其他法律和法規，公司董事可在此批准授權或購買公司已發行和已全額付款的普通股(“股份”)，但總額不得超過規定限額(定義如下)，價格由公司董事決定且透過以下方式不定時調高至最高上限：

- (i) market purchases (each a “**Market Purchase**”) on the SGX-ST; and/or
在 SGX-ST(“SGX-ST”)進行市場購買(每次“市場購買”);及/或

- (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,

場外購買(每次"場外購買"),根據公司董事在其認為適當的情況下可能確定或製定的任何平等准入方案,在 SGX-ST 以外進行,且須滿足公司法規定的所有條件,

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**”);

並根據當時適用的所有其他法律,法規和 SGX-ST 辦法,並在此獲得一般性和無條件的授權和批准(“**股份購買授權**”);

- (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:

除非公司於股東大會中變更或撤銷,否則公司董事可隨時且自本議案通過之日起至到期日或以下提前到期的期間內不定時行使根據本決議案第(a)款股份購買授權所賦予公司董事的權力:

- (i) the date on which the next annual general meeting of the Company is held;
下一次公司召開年度股東大會的日期
- (ii) the date by which the next annual general meeting of the Company is required by law to be held;
法律要求公司下一次召開年度股東大會的日期;
- (iii) the date on which purchases or acquisitions of Shares are carried out to the full extent mandated pursuant to the Share Purchase Mandate; or
在授權範圍內最大限度購買或收購股份的日期;或
- (iv) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by the Company in general meeting,
股份購買授權所載權力被改變或撤銷的日期;

(Collectively, the “**Relevant Period**”);

(統稱 “**相關期間**”);

- (c) in this resolution:
在本決議案中:

“**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 (10%) limit; and

“**規定限額**”是指在公司法允許下,於本決議案通過日之公司已發行股份總數的百分之十(10%),除非公司根據公司法有關條款,在相關期間內的任何時間減持公司股本,否則公司已發行股份總數將被視為減資後本公司已發行股份總數。任何以庫藏股方持有的股票,在計算百分之十(10%)限制時將不列入計算;及

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

“**最高價格**”,與購買股份或根據股份購買授權收購有關,指金額不超過 (不包括經紀、佣金、印花稅、結算費、適用的消費稅和其他相關費用):

- (i) in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as defined hereinafter); and
如果是從市場購買, 為平均收盤價(如下稱)的百分之一百零五(105%);及
- (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),
如果是根據平等准入方案進行場外購買, 則為平均收盤價(如下稱)的百分之一百二十(120%)

where:

然:

“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, before 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 during the relevant five-day period and the day on which the purchases are made;

“平均收盤價”是指公司於市場購買日前在 SGX-ST 過去五個營業日有交易紀錄的股票平均收盤價, 或有時是根據場外購買進行要約的日期, 及被視為針對在相關 5 天期間及購買日當天所發生的任何公司行為進行調整;

“day of the making of the offer” means the date 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

“要約日”是指公司宣佈有意向股東購買或收購股份的當天, 其中說明每股購買價格(不得超過上述計算的最高價)和進行場外收購的平等准入方案相關條款;及

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

“營業日”是指 SGX-ST 開放證券交易的日子;

- (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
公司法允許公司董事有權以他們認為合適的方式根據股份購買或收購授權處理公司所購買或收購的股票;及
- (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.”
公司董事在此獲授權完成及執行所有此類行為和事項(包括執行可能需要的文件), 因為他們認為透過本決議案讓預期的交易生效是權宜且必要的。

(Resolution 14)
(決議案14)

(See Explanatory Note 8)
(請參閱附註說明 8)

- 15. To transact any other business which may properly be transacted at an AGM.
討論年度股東大會臨時動議事項。

On behalf of the Board
僅代表董事會

Vincent Lim Hui Eng
林翔寬
Executive Chairman and
Chief Executive Officer
執行主席兼首席執行官
7 April 2021
2021年4月7日

Explanatory Notes:-
附註說明：

1. Mr Vincent Lim Hui Eng (Executive Chairman and Chief Executive Officer) is the sibling of the Executive Director and Chief Operating Officer, Mr Patrick Lim Hui Peng.
林翔寬先生(執行主席兼首席執行官)是執行董事兼首席營運官林輝鵬先生的兄弟。

Detailed information on Mr Vincent Lim Hui Eng can be found under the "Board of Directors" and "Additional Information on Director seeking re-election pursuant to Rule 720(6) of the Listing Manual of the SGX-ST" sections in the Company's Annual Report 2020.
有關林翔寬先生的詳細資料可於本公司 2020 年年報的"董事會"及 根據 SGX-ST 上市手冊第 720(6)條董事徵求連任補充資訊"中找到。

2. Mr Henry Tan Song Kok (Independent Non-Executive) will, upon re-election as Director of the Company, continue to serve as the Chairman of the Audit Committee as well as a member of the Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
陳頌國先生(獨立非執行董事) 在改選連任為本公司董事後，將繼續擔任審計委員會主席及薪酬委員會成員。根據新加坡交易所上市手冊第704(8)條，他將被視為獨立董事。

Detailed information on Mr Henry Tan Song Kok can be found under the "Board of Directors" and "Additional Information on Director seeking re-election pursuant to Rule 720(6) of the Listing Manual of the SGX-ST" sections in the Company's Annual Report 2020.
有關陳頌國先生的詳細資料可於本公司2020年年報的"董事會"及 根據SGX-ST上市手冊第 720(6)條董事徵求連任補充資訊"中找到。

3. The proposed ordinary resolutions 6 and 7 are to seek approval from the members via a two-tier voting process for Mr Winston Kwek Choon Lin to continue in office as independent director of the Company for a three-year term. Subject to the passing of these resolutions, he will continue to serve as independent director of the Company, until the earlier of his retirement or resignation, or the conclusion of the third AGM of the Company following the passing of these resolutions.
擬議中的普通決議案 6 和 7 將通過兩階段投票程序徵求股東通過，讓郭俊麟先生繼續擔任公司獨立董事，任期三年。在通過這些決議案之後，他將繼續擔任公司的獨立董事，直到他退休或辭職之前，或在通過這些決議後公司第三次股東大會結束時。

In the event the two-tier voting process on re-appointment of Mr Winston Kwek Choon Lin as an Independent Director is not passed at the AGM, he shall continue to be designated as an independent non-executive director up to 31 December 2021. The Company would endeavor to appoint additional independent Directors or a replacement independent Director within two months, but in any case, not later than three months from 31 December 2021.

如在股東大會上兩階段投票程序未通過重新委任郭俊麟先生為獨立董事，他將繼續獲委任為獨立非執行董事，直至 2021 年 12 月 31 日止。公司將努力在兩個月內任命新的獨立董事或更換獨立董事，但無論如何，從 2021 年 12 月 31 日起不超過三個月。

Mr Winston Kwek Choon Lin (Independent Non-Executive) will, upon re-appointment as Director of the Company, continue to serve as the Chairman of the Nominating Committee as well as a member of the Remuneration Committee and Audit Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

郭俊麟先生(獨立非執行董事)，在改選連任為本公司董事後，將繼續擔任提名委員會主席以及薪酬委員會與審計委員會成員。根據新加坡交易所上市手冊第 704(8)條，他將被視為獨立董事。

Detailed information on Mr Winston Kwek Choon Lin can be found under the “Board of Directors” and “Additional Information on Director seeking re-election pursuant to Rule 720(6) of the Listing Manual of the SGX-ST” sections in the Company’s Annual Report 2020.

有關郭俊麟先生的詳細資料可於本公司 2020 年年報的“董事會”及根據 SGX-ST 上市手冊第 720(6)條董事徵求連任補充資訊"中找到。

4. The proposed ordinary resolutions 8 and 9 are to seek approval from the members via a two-tier voting process for Mr Loh Weng Whye to continue in office as independent director of the Company for a three-year term. Subject to the passing of these resolutions, he will continue to serve as independent directors of the Company, until the earlier of his retirement or resignation, or the conclusion of the third AGM of the Company following the passing of these resolutions.

擬議中的普通決議案 8 和 9 將通過兩階段投票程序徵求股東通過，讓羅永威先生繼續擔任公司獨立董事，任期三年。在通過這些決議案之後，他將繼續擔任公司的獨立董事，直到他退休或辭職之前，或在通過這些決議後公司第三次股東大會結束時。

In the event the two-tier voting process on re-appointment of Mr Loh Weng Whye as an Independent Director is not passed at the AGM, he shall continue to be designated as an independent non-executive director up to 31 December 2021. The Company would endeavor to appoint additional independent Directors or a replacement independent Director within two months, but in any case, not later than three months from 31 December 2021.

如在股東大會上兩階段投票程序未通過重新委任羅永威先生為獨立董事，他將繼續獲委任為獨立非執行董事，直至 2021 年 12 月 31 日止。公司將努力在兩個月內任命新的獨立董事或更換獨立董事，但無論如何，從 2021 年 12 月 31 日起不超過三個月。

Mr Loh Weng Whye (Independent Non-Executive) will, upon re-appointment as Director of the Company, continue to serve as the Chairman of the Remuneration Committee as well as a member of the Audit Committee and Nominating Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

羅永威先生(獨立非執行董事)，在改選連任為本公司董事後，將繼續擔任薪酬委員會主席以及審計委員會與提名委員會成員。根據新加坡交易所上市手冊第 704(8)條，他將被視為獨立董事。

Detailed information on Mr Loh Weng Whye can be found under the “Board of Directors” and “Additional Information on Director seeking re-election pursuant to Rule 720(6) of the Listing Manual of the SGX-ST” sections in the Company’s Annual Report 2020.

有關羅永威先生的詳細資料可於本公司 2020 年年報的“董事會”及根據 SGX-ST 上市手冊第 720(6)條董事徵求連任補充資訊"中找到。

5. The proposed Ordinary Resolution 11, if passed, will empower the Directors from the date of the AGM until the date of the next AGM, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro-rata basis. For the purpose of this resolution, the total number of issued Shares (excluding treasury shares and subsidiary holdings) is based on the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this proposed Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards, provided the options or awards granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST and any subsequent bonus issue, consolidation or subdivision of Shares.

擬議的普通決議案第11案如獲通過，將授權董事從年度股東大會之日起至下一屆年度股東大會之日止，在公司資本額內配售和發行不超過百分之五十(50%)的股票和可轉換證券。公司資本中已發行股份(不包括庫藏股和子公司持股)總數，其中最高達百分之二十(20%)可以按比例發行。就本決議案而言，已發行股份(不包括庫藏股和子公司持股)的總數，以本擬議決議案通過當時公司已發行股份(不包括庫藏股和子公司持股)的總數為基礎。在調整因可轉換證券轉換或行使、股票選擇權行使或授予股份之後，提供符合SGX-ST上市手冊第八章第八部分以及隨後任何分紅發行、合併或股票拆分的股票選擇權或獎勵。

6. Ordinary Resolution 12, if passed, will empower the Directors of the Company to allot and issue new Shares pursuant to PSP 2020, provided that the aggregate number of new Shares to be allotted and issued pursuant to the PSP 2020 and other share scheme(s) to be implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or by the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

普通決議第12案如獲通過，將授權公司董事根據PSP 2020配售和發行新股，條件是根據PSP 2020和其他股份計劃配售和發行的新股總數不得超過公司已發行股份(不包括庫藏股和子公司持股)總數的15%。除非在股東大會上被撤銷或變更而失效，否則授權將持續至法律規定公司下一次股東大會召開日期，以時間較早者為準。

7. Ordinary Resolution 13, if passed, will empower the Directors of the Company to allot and issue new Shares pursuant ESOS 2020 provided that the aggregate number of new Shares to be allotted and issued pursuant to the ESOS 2020 and other share-based incentive scheme(s) or plan(s) to be implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or by the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

普通決議第 13 案如獲得通過，公司董事將授權公司根據 ESOS 2020 配售和發行新股，但根據 ESOS 2020 及其他基於股份的激勵計劃或公司執行的計劃(如有)分配和發行新股總數量不得超過公司已發行股份(不包括庫藏股和子公司持股)總數的 15%。除非在股東大會上被撤銷或變更因而失效，否則授權將持續至法律規定公司下一次股東大會召開日期，以時間較早者為準。

8. Ordinary Resolution 14, if passed, will empower the Directors of the Company, during the Relevant Period, to purchase or acquire up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution. Details of the proposed renewal of Share Purchase Mandate, including the sources of funds to be used for the purchase or acquisition, the amount of financing (if any) and the illustrative financial effects on the Group, are set out in the Circular 2020.

普通決議第 14 案如獲通過，將授權公司董事自本決議通過之日起在相關期間購買或收購公司已發行股份(不包括庫藏股和子公司持股)總數的 10%。2020 年通告中詳細列出了擬議更新股份購買授權，包括用於購買或收購的資金來源、融資金額(如果有)和對集團的財務影響說明。

Notes:-

備註:-

1. Pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "Order"), the Company has the option to hold a virtual meeting, even where the Company is permitted under safe distancing to hold a physical meeting. Due to current COVID-19 situation and the Company's efforts to minimise physical interactions and COVID-19 transmission risk to a minimum, the AGM of the Company will be held by way of electronic means. Printed copies of this Notice of AGM and the proxy form has been sent to members. This Notice of AGM, with its accompanying proxy form 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>.

根據2020年COVID-19(臨時措施)(公司、可變資本公司、商業信託、單位信託和債券持有人會議的替代方案)命令(簡稱"命令")公司可選擇召開線上虛擬會議，即使公司在安全距離允許的情況下可以召開線下實體會議。鑒於目前 COVID-19 的情況，公司努力將肢體互動和 COVID-19 傳播風險

降至最低，公司 AGM 將通過電子方式進行。本次AGM 列印副本開會通知書和委託書已寄送給股東。本 AGM 開會通知及其隨附的委託書電子檔亦將公告於本公司官網<https://www.bhglobal.com.sg>及新加坡交易所官網<https://www.sgx.com/securities/company-announcements>。

- Alternative arrangements relating to attendance at the AGM 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 AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, pursuant to the Order, are set out herein.

根據命令,在此列出關於通過電子方式出席AGM的替代方案(方案包括通過即時視聽網路直播或僅即時音頻直播的電子方式參加會議),在AGM之前向AGM主席提交問題,在AGM中表達重大和相關問題,及透過委任AGM主席作為AGM代理人進行投票表決。

- Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM in accordance with the instructions set out in the proxy form if such member wishes to exercise his/her/its voting rights at the AGM.** The accompanying proxy form for the AGM 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>.

由於新加坡目前的 COVID-19 限制令,股東將無法親自出席 AGM。如果股東希望在AGM中行使他/她/它的投票權,則股東(無論是個人或公司)必須委任 AGM 主席作為他/她/它的代理人,按照委託書中的指示在AGM中代表他/她/它出席、發言和投票。AGM 使用的隨附委託書也可於本公司網站網址<https://www.bhglobal.com.sg> 獲得,並且將在 SGX網站網址<https://www.sgx.com/securities/company-announcements>上提供。

- Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that resolution will be treated as invalid.

如果股東(無論是個人或公司)委任AGM 主席作為其代理人,他/她/公司必須以委託書形式,就該議案表決或棄權作出具體指示,否則,委任AGM 主席做為該議案的代理人將被視為無效。

- CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM.

希望委任AGM主席作為代理人的CPF或SRS投資者,應於AGM至少七個工作日前與各自的公積金代理銀行或SRS運營商接洽,提交投票。

- Members who wish to observe the AGM proceedings via live audio-visual webcast or live audio-only stream will need to pre-register by accessing the Company's website at the URL <https://www.bhglobal.com.sg> no later than 10 a.m. on 19 April 2021. Instructions on how to access the live audio-visual webcast or live audio-only stream of the AGM proceedings will be sent to authenticated members via electronic mail 24 hours before the AGM.

希望通過即時視聽網路直播觀看或現場音頻直播 AGM 議事程序的股東需要於 2021 年 4 月 19 日上午 10點之前登錄公司官網<https://www.bhglobal.com.sg>預先註冊。有關如何進入 AGM 議程的即時視聽網路直播或現場音頻直播說明將在 AGM 前 24 小時透過電子郵件發送給通過身份驗證的股東。

- Members will not be able to ask questions during the live audio-visual webcast or live audio-only stream of the AGM proceedings. Therefore, it is important for shareholders to submit their questions in advance of the AGM. Members can submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance, during the pre-registration process, or via email to the Company at ir@bhglobal.com.sg. All questions must be

submitted by 10.00 a.m. on 14 April 2021, 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 AGM through the live audio-visual webcast or live audio-only stream. 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.

在 AGM 議事程序的即時視聽網路直播或現場音頻直播期間,股東將無法提出問題。因此,股東必須在 AGM 前提前提交問題變得很重要。股東可以提前在預先註冊時,或通過電子郵件 ir@bhglobal.com.sg 向公司提交 AGM 中與表決議案有關的問題給 AGM 主席。所有問題必須在 2021 年 4 月 14 日上午 10 點前提交,在該時間和日期之後收到的問題公司將無法處理。公司將努力通過即時視聽網路直播或現場音頻直播解決在 AGM 之前和/或 AGM 收到來自股東的所有重大及相關問題。股東在書寫時必須提供其全名和身份證號碼,以及電子信箱和個人聯絡電話。公司只會處理於集保帳戶或股東名冊上可驗證的股東所提出的問題。

8. The Chairman of the AGM, as a proxy, need not be a member of the Company.
AGM 主席作為代理人,不必是公司的股東。
9. The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
委任 AGM 主席為代理人的委託書必須以下列方式提交給公司:
 - (a) if submitted by post, be lodged with the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898; or 如以郵寄形式提交,可提交公司股務代理, Tricor Barbinder Share Registration Services, 地址為 80 Robinson Road #11-02, Singapore 068898;;或
 - (b) if submitted electronically, be submitted via email to the Company at sg.is.proxy@sg.tricorglobal.com, 如果以電子方式提交,請通過電子郵件 sg.is.proxy@sg.tricorglobal.com 提交給公司,

in either case, at least 72 hours before the time for holding the AGM.
不管哪一種情況,都必須在 AGM 舉行 至少 72 小時之前

Printed copies of this Notice of AGM and the proxy form will be 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.

本 AGM 開會通知書列印副本和委託書將發送給股東。希望提交委託書的股東可以使用列印的委託書,或下載委託書,然後在委託書上填寫並在郵寄到上述地址,或在掃描並透過電子郵件發送到上述電子郵箱之前簽名。

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.

鑒於目前 COVID-19 的情況以及相關的安全隔離措施,可能使股東難以通過郵寄方式提交完整的委託書,強烈建議股東通過電子郵件以電子方式提交填寫完成的委託書。

PERSONAL DATA PRIVACY

個人資料保密

By submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

透過提交委託書,指定AGM主席作為代理人出席AGM及/或其任何續會,公司股東同意公司(或其代理人或服務提供者)收集、使用和披露股東的個人資料,以便公司(或其代理人或服務提供者)對任命主席為AGM代理人(包括任何續會)以及準備和彙編出席名單、會議記錄和其他(包括任何休會)與AGM有關的文件,及公司(或其代理人或服務提供者)遵守任何適用法律,上市規則、法規和/或準則進行處理,管理與分析。