

## Notice of Annual General Meeting

### **BBR HOLDINGS (S) LTD**

Company Registration Number: 199304349M  
(Incorporated in Singapore)

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of the Company will be held at the Traders Hotel Singapore, 1A Cuscaden Road, Singapore 249716 on Monday, 30 April 2007 at 10.00 a.m. for the following purposes:-

#### **Ordinary Business**

1. To receive and adopt the audited Financial Statements of the Company for the year ended 31 December 2006. (Resolution 1)
2. To approve the payment of \$115,000.00 as Directors' fees for the year ended 31 December 2006 (2005: \$115,000.00). (Resolution 2)
3. To re-elect the following Directors, who retire pursuant to Article 109 of the Company's Articles of Association:
  - 3.1 Prof. Yong Kwet Yew  
(Note: Prof. Yong Kwet Yew is an Independent Director. If re-elected, he will remain as the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee) (Resolution 3)
  - 3.2 Ms. Carrie Luk Ka Lai  
(Note: Ms. Carrie Luk Ka Lai is an Independent Director. If re-elected, she will remain as the chairperson of the Audit Committee and a member of the Nomination Committee) (Resolution 4)
4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"That pursuant to Section 153(6) of the Companies Act (Chapter 50), Mr. Fritz Ernst Speck be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting of the Company." (Resolution 5)

(Note: Mr. Fritz Ernst Speck is a non-executive Director who is over the age of 70 years)
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)

#### **Special Business**

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"That pursuant to Section 161 of the Companies Act (Chapter 50) and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors to issue shares and convertible securities of the Company at any time, upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, provided always that:-

  - (i) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50% of the total number of issued shares of the Company;
  - (ii) the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders does not exceed 20% of the total number of issued shares of the Company; and

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for the purposes of determining the aggregate number of shares and convertible securities that may be issued under the aforesaid sub-paragraphs (i) and (ii), the percentage of issued shares is based on the maximum potential number of issued shares of the Company as at the date of the passing of this Resolution, after adjusting for any subsequent consolidation or subdivision of shares; where applicable; such authority, unless revoked or varied at a general meeting, shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by laws to be held, whichever is earlier.” (Resolution 7)

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

By Order of the Board

Chiang Chai Foong  
Company Secretary

Singapore, 9 April 2007

### Notes:

1. A member of the Company entitled to attend and vote at the above meeting may appoint not more than two (2) proxies to attend and vote in his stead. However, where a member appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. A proxy need not be a member of the Company.
3. The duly executed instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 50 Changi South Street 1, BBR Building, Singapore 486126 at least forty-eight (48) hours before the time appointed for the holding of the meeting.

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

The proposed Ordinary Resolution 7, if passed, will empower the Directors to issue shares and convertible securities in the Company up to a number not exceeding 50% of the total number of issued shares of the Company, of which up to 20% may be issued other than on a pro rata basis to the existing shareholders. For the purpose of determining the aggregate number of shares and convertible securities that may be issued, the percentage of issued shares is based on the Company's issued share capital at the date of passing of the Resolution after adjusting for any subsequent consolidation or subdivision of shares, where applicable.

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## PROXY FORM

IMPORTANT: PLEASE READ THE NOTES OVERLEAF

### Important:-

- For investors who have used their CPF monies to buy the shares of BBR Holdings (S) Ltd, the Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent FOR INFORMATION ONLY.
- This proxy form is not valid for used by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

\*I/We \_\_\_\_\_

of \_\_\_\_\_

being a \*member/members of BBR Holdings (S) Ltd (the "Company"), hereby appoint

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

\* and/or

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

as \*my/our proxy/proxies to vote for \*me/us on \*my/our behalf at the Thirteenth Annual General Meeting ("AGM") of the Company to be held at the Traders Hotel Singapore, 1A Cuscaden Road, Singapore 249716 on Monday, 30 April 2007 at 10.00 a.m. and at any adjournment thereof. \*I/We direct \*my/our \*proxy/proxies to vote for or against the Resolutions to be proposed at the AGM as indicated below. If no specific direction as to voting is given or in the event of any matter arising at the AGM, \*my/our \*proxy/proxies will vote or abstain from voting at \*his/her own discretion.

(Please indicate your vote "For" or "Against" with a "√" within the box provided)

No.	Resolution relating to	For	Against
	<b>Ordinary Business</b>		
1.	Adoption of audited Financial Statements		
2.	Approval of Directors' Fees		
3.	Re-election of Prof. Yong Kwet Yew		
4.	Re-election of Ms. Carrie Luk Ka Lai		
5.	Re-appointment of Mr. Fritz Ernst Speck		
6.	Re-appointment of Auditors and authority to fix their remuneration		
	<b>Special Business</b>		
7.	Approval of mandate for the Directors to allot and issue shares and other convertible securities		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007

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

\_\_\_\_\_  
Signature(s) of the Shareholder(s)/  
Common Seal of Corporate Shareholder

\* Delete where applicable



**NOTES:**

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote on his behalf. Such proxy need not be a member of the Company.
2. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of shares to be represented by each proxy.
3. A member should insert the total number of shares held.
- 3.1 If the member has shares entered against his name in the Depository Register (as defined under Section 130A of the Companies Act, (Chapter 50), he should insert that number of shares.
- 3.2 If member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares entered against his name in the Depository Register and registered in his name in the Register of Members.
4. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. The instrument appointing a proxy or proxies must be executed either under its common seal or under the hand of its attorney or a duly authorised officer if it is to be executed by a corporation.
5. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof shall be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
6. A corporate member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act, (Chapter 50).
7. The duly executed instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 50 Changi South Street 1, BBR Building, Singapore 486126 at least forty-eight (48) hours before the time appointed for the holding of the meeting.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 instrument appointing a proxy or proxies.
9. In the case of a member whose shares are entered against his name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such member is not shown to have shares entered against his name in the Depository Register forty-eight (48) hours before the time appointed for the holding of the meeting, as certified by The Central Depository (Pte) Limited to the Company.

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AFFIX  
STAMP

Company Secretary  
**BBR Holdings (S) LTD**  
50 Changi South Street 1,  
BBR Building,  
Singapore 486126

*2nd Fold*

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