



**CHIP ENG SENG CORPORATION LTD.**  
(the "Company")  
(Incorporated in Singapore)  
(Registration No. 199805196H)

# NOTICE OF ANNUAL GENERAL MEETING

*This Notice has been made available on the Company's corporate website (<https://www.chipengseng.com.sg/investor-relations/announcements/>) uploaded with the announcement released by the Company on 8 April 2021 (Announcement relating to Annual General Meeting to be held on 23 April 2021) and on SGXNET ([www.sgx.com](http://www.sgx.com)). A printed copy of this Notice will be despatched to shareholders of the Company.*

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held by way of electronic means on Friday, 23 April 2021 at 10.00 a.m. ("**AGM**") for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions as set out below:

## **AS ROUTINE BUSINESS:**

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020 and the Auditors' Report thereon. **(Resolution 1)**
2. To declare a Tax Exempt (One-Tier) first and final dividend of 2.0 Singapore cents per ordinary share for the financial year ended 31 December 2020 ("**FY2020**") (Financial year ended 31 December 2019: Tax Exempt (One-Tier) first and final dividend of 4.0 Singapore cents per ordinary share). **(Resolution 2)**
3. To re-elect the following Directors of the Company retiring pursuant to Regulation 115 of the Constitution of the Company:  
  
Mrs Chen Huaidan @ Celine Tang **(Resolution 3)**  
Mr Tan Tee How **(Resolution 4)**  
Mr Lock Wai Han **(Resolution 5)**  
[See Explanatory Note (i)]
4. To note the retirement of Mr Ang Mong Seng as a Director of the Company pursuant to Regulation 115 of the Constitution of the Company at the conclusion of the AGM.  
[See Explanatory Note (ii)]
5. To approve the payment of Directors' fees of S\$610,000 for the financial year ending 31 December 2021, to be paid quarterly in arrears (FY2020: S\$625,000). **(Resolution 6)**
6. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
7. To transact any other routine business which may properly be transacted at an annual general meeting.

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## AS SPECIAL BUSINESS:

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

### 8. SHARE ISSUE MANDATE

THAT pursuant to Section 161 of the Companies Act, Chapter 50 (the "**Companies Act**") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**Listing Manual**") and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company to:

- a.
  - (i) allot and issue shares in the capital of the Company ("**New Shares**") (whether by way of rights, bonus or otherwise); and/or
  - (ii) make or grant offers, agreements or options that may or would require New 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 New Shares (collectively, "**Instruments**"),

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- b. (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue New Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (i) the aggregate number of New Shares to be issued pursuant to this Resolution (including New Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares in the capital of the Company ("**Shares**"), excluding subsidiary holdings and treasury shares of the Company (each as defined in the Listing Manual), of which the aggregate number of New Shares to be granted other than on a pro-rata basis to shareholders of the Company ("**Shareholders**") (including New Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of Shares (excluding subsidiary holdings and treasury shares of the Company);
- (ii) for the purpose of determining the aggregate number of New Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of Shares (excluding subsidiary holdings and treasury shares of the Company) shall be calculated based on the total number of issued Shares (excluding subsidiary holdings and treasury shares of the Company) at the time of the passing of this Resolution, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of any convertible securities which were issued and outstanding or subsisting at the time of the passing of this Resolution;
  - (b) new Shares arising from exercise of share options or vesting of share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

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(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited (the "SGX-ST")) and the Constitution for the time being of the Company; and

(iv) unless revoked or varied by Shareholders in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (iii)]

**(Resolution 8)**

## 9. **AUTHORITY TO OFFER AND GRANT OPTIONS AND ALLOT AND ISSUE SHARES UNDER THE CHIP ENG SENG EMPLOYEE SHARE OPTION SCHEME 2013**

THAT the Directors of the Company be hereby authorised to:

- a. offer and grant options ("**Options**") in accordance with the provisions of the Chip Eng Seng Employee Share Option Scheme 2013 (the "**Scheme**"), and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to the exercise of any Options granted under the Scheme; and
- b. subject to the same being allowed by law, apply any Shares purchased or acquired under any share purchase mandate of the Company and to deliver such existing Shares (including treasury shares of the Company) towards the satisfaction of Options which are exercised,

PROVIDED THAT the aggregate number of Shares to be issued or transferred pursuant to the exercise of Options granted under the Scheme on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding subsidiary holdings and treasury shares of the Company) on the day preceding that date.

[See Explanatory Note (iv)]

**(Resolution 9)**

## 10. **AUTHORITY TO OFFER AND GRANT AWARDS AND ALLOT AND ISSUE SHARES UNDER THE CHIP ENG SENG PERFORMANCE SHARE PLAN**

THAT the Directors of the Company be hereby authorised to:

- a. offer and grant awards ("**Awards**") in accordance with the provisions of the Chip Eng Seng Performance Share Plan (the "**Share Plan**"), and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to the vesting of the Awards granted under the Share Plan; and
- b. subject to the same being allowed by law, apply any Shares purchased or acquired under any share purchase mandate of the Company and to deliver such existing Shares (including treasury shares of the Company) towards the satisfaction of Awards which have vested,

PROVIDED THAT the aggregate number of Shares to be issued or transferred pursuant to the vesting of Awards granted under the Share Plan on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding subsidiary holdings and treasury shares of the Company) on the day preceding that date.

[See Explanatory Note (v)]

**(Resolution 10)**

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## 11. RENEWAL OF THE SHARE PURCHASE MANDATE

That:

a. for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or acquire Shares not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) market purchases transacted on the SGX-ST's trading system, through one or more duly licensed dealers appointed by the Company for the purpose (each a "**Market Purchase**"); and/or
- (ii) off-market purchases under an equal access scheme (as defined in Section 76C of the Companies Act) for the purchase or acquisition of Shares from Shareholders (each an "**Off-Market Purchase**"),

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

b. unless varied or revoked by Shareholders in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
- (ii) the date on which the purchases of the Shares are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting,

(the "**Relevant Period**");

c. in this Resolution:

"**Prescribed Limit**" means ten per cent. (10%) of the total number of issued Shares (excluding subsidiary holdings and treasury 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 issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding subsidiary holdings and treasury shares of the Company as at that date); and

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"**Maximum Price**" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commission, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price of the Shares,

where:

"**Average Closing Price**" means the average of the closing market prices of the Shares over the last five (5) consecutive Market Days, on which transactions in the Shares were recorded, immediately preceding the date 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 (5) day period and the day on which the Market Purchase or, as the case may be, the Off-Market Purchase is made;

"**date 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 the Shares to holders of Shares, stating the purchase price (which shall not be more than the Maximum Price determined on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

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

- d. the Directors of the Company and/or any of them 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 may be permitted under the Companies Act; and
- e. the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (vi)]

**(Resolution 11)**

By Order of the Board

Toh Li Ping, Angela  
Joint Company Secretary

8 April 2021

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## Explanatory Notes:

- (i) **Resolution 3** is to re-elect Mrs Chen Huaidan @ Celine Tang as a Director of the Company. Mrs Chen Huaidan @ Celine Tang, upon re-election, will remain as the Non-Executive Chairman and Non-Executive and Non-Independent Director of the Company.

**Resolution 4** is to re-elect Mr Tan Tee How as a Director of the Company. Mr Tan Tee How, upon re-election, will remain as an Executive Director of the Company.

**Resolution 5** is to re-elect Mr Lock Wai Han as a Director of the Company. Mr Lock Wai Han, upon re-election, will remain as an Independent Director of the Company and as a member of the Audit and Risk Committee and Nominating Committee ("NC"). He will be considered independent for the purposes of Rule 704(8) of the Listing Manual.

The information relating to the Directors of the Company seeking re-election as required under Rule 720(6) of the Listing Manual is set out on pages 79 to 81 of the Company's Annual Report.

- (ii) **Item 4 above** is to note the retirement of Mr Ang Mong Seng as a Director of the Company pursuant to Regulation 115 of the Constitution of the Company. Mr Ang Mong Seng has served as an Independent Director of the Company for more than nine years from the date of his first appointment. In the spirit of good corporate governance, Mr Ang Mong Seng is not seeking re-election. Accordingly, Mr Ang Mong Seng shall also retire as the Lead Independent Director of the Company, chairman of the Remuneration Committee and as member of the NC and Investment Committee at the conclusion of the AGM.

- (iii) **Resolution 8** is to empower the Directors of the Company to allot and issue New Shares and/or Instruments, and to issue New Shares in pursuance of such Instruments, from the date Resolution 8 is passed until the earlier of the date of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held. The aggregate number of New Shares to be issued pursuant to Resolution 8 (including New Shares to be issued in pursuance of Instruments made or granted) is subject to a limit of fifty per cent. (50%) of the total number of Shares (excluding subsidiary holdings and treasury shares of the Company), with a sub-limit of twenty per cent. (20%) for issues other than on a pro-rata basis, calculated as described in Resolution 8. As at 17 March 2021, being the latest practicable date prior to this Notice, the Company is holding 40,593,900 Shares as treasury shares and there are no subsidiary holdings.

- (iv) **Resolution 9** is to empower the Directors of the Company to (a) allot and issue such number of fully-paid new Shares pursuant to Section 161 of the Companies Act, as may be required to be delivered pursuant to the exercise of any Options granted under the Scheme; and (b) subject to the same being allowed by law, apply any Shares purchased or acquired under any share purchase mandate of the Company and to deliver such existing Shares (including treasury shares of the Company) towards the satisfaction of Options which are exercised, provided that the aggregate number of Shares to be issued or transferred pursuant to the exercise of Options granted under the Scheme on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding subsidiary holdings and treasury shares of the Company) on the day preceding that date. Please refer to the Company's Annual Report for more details on the Scheme.

- (v) **Resolution 10** is to empower the Directors of the Company to (a) allot and issue such number of fully-paid new Shares pursuant to Section 161 of the Companies Act, as may be required to be delivered pursuant to the vesting of the Awards granted under the Share Plan; and (b) subject to the same being allowed by law, apply any Shares purchased or acquired under any share purchase mandate of the Company and to deliver such existing Shares (including treasury shares of the Company) towards the satisfaction of Awards which have vested, provided that the aggregate number of Shares to be issued or transferred pursuant to the vesting of Awards granted under the Share Plan on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding subsidiary holdings and treasury shares of the Company) on the day preceding that date. Please refer to the Company's Annual Report for more details on the Share Plan.

- (vi) **Resolution 11** is to empower the Directors of the Company to, during the Relevant Period, purchase or acquire Shares by way of Market Purchases or Off-Market Purchases up to ten per cent. (10%) of the total number of Shares in issue as at the date of the AGM (excluding subsidiary holdings and treasury shares of the Company) and up to the Maximum Price in accordance with the terms and conditions set out in the Appendix dated 8 April 2021, the Companies Act and the Listing Manual. Please refer to the Appendix dated 8 April 2021 for further details.

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## Notes:

### General

1. In view of the current COVID-19 restriction orders in Singapore and the related safe distancing measures, the AGM will be held via electronic means only to keep physical interactions and COVID-19 transmission risks to a minimum. Shareholders will therefore NOT be able to attend the AGM in person.
2. Alternative arrangements are instead put in place to allow Shareholders to participate in the AGM by:
  - (a) observing and/or listening to the AGM proceedings by "live" audio-visual webcast or by "live" audio-only stream. Shareholders who wish to participate as such will have to pre-register in the manner outlined in Notes 3 to 5 below;
  - (b) submitting questions ahead of the AGM. Please refer to Notes 6 to 8 below for further details; and/or
  - (c) voting by proxy at the AGM. Please refer to Notes 9 to 14 below for further details.

**For CPF and SRS Investment Account Holders, please refer to Note 15 below for further details. For persons who are holding Shares through relevant intermediaries (other than for CPF and SRS Investment Account Holders), please refer to Note 16 below for further details.**

### Attendance via "live" audio-visual webcast or "live" audio-only stream

3. The AGM proceedings will be conducted via electronic means. Shareholders will be able to observe and/or listen to the AGM proceedings by "live" audio-visual webcast on their mobile phones, tablets or computers or via a "live" audio-only stream on their phones.

In order to do the above, Shareholders will have to follow these steps:

- (a) Shareholders who wish to observe and/or listen to the AGM proceedings by "live" audio-visual webcast or by "live" audio-only stream must pre-register on this website: <https://online.meetings.vision/ces-agm-registration> (the "**CES AGM Website**"), no later than 10.00 a.m. on 20 April 2021 (the "**Registration Deadline**").

Following authentication of a registrant's status as Shareholder as at 72 hours before the time appointed for holding the AGM (ie. 10.00 a.m. on 20 April 2021), such Shareholder will receive an email by 10.00 a.m. on 22 April 2021 which will contain:

- (i) if such Shareholder has registered for the "live" audio-visual webcast: the web link to access the "live" audio-visual webcast and the passcode; or
- (ii) if such Shareholder has registered for the "live" audio-only stream: the toll-free telephone number, with webinar id and passcode to access the "live" audio-only stream.

- (b) Shareholders who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 10.00 a.m. on 22 April 2021 (Shareholders should also check their spam/junk email folder) should contact the Company's share registrar, In.Corp Corporate Services Pte. Ltd. (formerly known as RHT Corporate Advisory Pte. Ltd.) at [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia), with the following details included: (i) the full name of the Shareholder; and (ii) his/her/its identification/passport number or company registration number (as the case may be).

4. Shareholders are reminded that the AGM proceedings are private. Instructions on access to the "live" audio-visual webcast or "live" audio-only stream of the AGM proceedings should therefore not be shared with anyone who is not a Shareholder or otherwise not authorised to attend the AGM. Recording of the "live" audio-visual webcast or "live" audio-only stream in whatever form is also strictly prohibited.
5. For optimal user experience, it is recommended that Shareholders use the latest versions of Chrome, Safari, Edge or Firefox on the device which they are using to access the CES AGM Website as well as the "live" audio-visual webcast of the AGM proceedings. Shareholders should ensure that the browser they are using is compatible.

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## Submission of questions prior to the AGM

6. Please note that Shareholders will not be able to ask questions at the AGM during the "live" audio-visual webcast or "live" audio-only stream and accordingly, it is important for Shareholders to submit their questions in advance of the AGM.

Shareholders may submit questions related to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations.

Shareholders who wish to submit questions must ensure that their questions are submitted no later than 10.00 a.m. on 20 April 2021 via any one of the following means:

- (a) the CES AGM Website. Shareholders will have to pre-register for the AGM in order to submit questions via the CES AGM Website;
  - (b) in physical copy by depositing (whether in person or by post) the same at the registered office of the Company at 171 Chin Swee Road, #12-01 CES Centre, Singapore 169877; or
  - (c) by email to [ir@chipengseng.com.sg](mailto:ir@chipengseng.com.sg).
7. If the questions are deposited in physical copy at the Company's registered office or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the full name of the Shareholder; and (ii) his/her/its identification/passport number or company registration number (as the case may be) for verification purposes, failing which the submission will be treated as invalid.
8. The Company will endeavour to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations by publishing its responses to such questions on the Company's corporate website (<https://www.chipengseng.com.sg/investor-relations/announcements/>) and on SGXNET ([www.sgx.com](http://www.sgx.com)) prior to the AGM. If the Company is unable to do so, the Company will address those substantial and relevant questions which have not already been addressed prior to the AGM, during the AGM itself through the "live" audio-visual webcast and "live" audio-only stream.

## Voting by proxy

9. Please note that Shareholders will not be able to vote at the AGM during the "live" audio-visual webcast or "live" audio-only stream. Shareholders (whether individual or corporate) who wish to vote on the resolutions to be tabled at the AGM must appoint the chairman of the AGM (the "**AGM Chairman**") as their proxy to vote on their behalf at the AGM, in accordance with the instructions on the instrument appointing a proxy ("**Proxy Form**").
10. Such Shareholders appointing the AGM Chairman as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the Proxy Form, failing which the appointment and votes will be treated as invalid.

The AGM Chairman, as proxy, need not be a Shareholder.

The completed and signed Proxy Form must be submitted to the Company no later than 10.00 a.m. on 20 April 2021 through any one of the following means:

- (a) via the CES AGM Website. Please click on the "Download Proxy Form" button to download or print the Proxy Form. The submission can be done using the "Proxy Form Submission" button. Shareholders may submit the Proxy Form via the CES AGM Website without having to pre-register for the AGM;
- (b) by depositing (whether in person or by post) a physical copy at the registered office of the Company at 171 Chin Swee Road, #12-01 CES Centre, Singapore 169877; or
- (c) by sending a scanned PDF copy by email to [ir@chipengseng.com.sg](mailto:ir@chipengseng.com.sg).

**If any Shareholder has made multiple submissions of the Proxy Form, the submission last received by the Company will be treated as the final submission.**

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11. In the case of submission of the Proxy Form via any of the above means, 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.
12. A corporation which is a Shareholder 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 AGM, in accordance with Section 179 of the Companies Act 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.
13. The Company shall be entitled to reject the 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 the Proxy Form.
14. In the case of a Shareholder whose Shares are entered against his/her/its name in the Depository Register, the Company may reject any Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

## CPF and SRS Investment Account Holders

15. CPF and SRS Investment Account Holders who wish to participate in the AGM by:
  - (a) observing and/or listening to the AGM proceedings by "live" audio-visual webcast or by "live" audio-only stream, must pre-register on the CES AGM Website in the manner outlined in Notes 3 to 5 above;
  - (b) submitting questions ahead of the AGM, must submit their questions in the manner outlined in Notes 6 to 8 above; and/or
  - (c) exercising their votes in respect of the resolutions to be tabled at the AGM, must appoint the AGM Chairman as proxy. To submit their voting instructions, CPF and SRS Investment Account Holders should contact their respective CPF Agent Banks or SRS Approved Banks through which they hold their Shares as soon as possible, and in any case at least seven (7) working days prior to the date of the AGM. **The Proxy Form referred to in Note 9 above is NOT valid for use by CPF and SRS Investment Account Holders and will be treated as invalid for all intents and purposes if used or purported to be used by such account holders.**

## Persons holding Shares through relevant intermediaries\* (other than CPF/SRS Investment Account Holders)

16. Persons who hold Shares through relevant intermediaries\* (other than for CPF and SRS Investment Account Holders) will **NOT** be able to pre-register for the AGM via the CES AGM Website, as it is not possible for the Company to verify their status as Shareholder.

Such persons who wish to participate in the AGM should contact their relevant intermediaries through which they hold their Shares as soon as possible, so that the necessary arrangements can be made through such relevant intermediaries for such persons to attend the AGM via the "live" audio visual webcast or the "live" audio-only stream. Arrangements will also have to be made through such relevant intermediaries for such persons to submit questions and/or exercise their votes in respect of the resolutions to be tabled at the AGM.

In particular, such persons who wish to exercise their votes by appointing the AGM Chairman as proxy should approach their relevant intermediaries at least seven (7) working days prior to the date of the AGM to make the necessary arrangements.

\*A relevant intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19 of Singapore) 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 of Singapore) and who holds shares in that capacity; or

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- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36 of Singapore), 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" audio-visual webcast or "live" audio-only stream, submitting a Proxy Form appointing the AGM Chairman as proxy to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, the Shareholder: (i) consents to the collection, use and disclosure of such Shareholder'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 (or his/her/its appointed proxies' and representatives') participation in 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 (collectively, the "**Purposes**"); (ii) warrants that where such Shareholder discloses the personal data of such Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), such Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that such Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Shareholder's breach of warranty.