

Notice of Annual General Meeting

Banyan Tree Holdings Limited
 (Incorporated in the Republic of Singapore)
 (Company Registration No. 200003108H)
 (the "Company")

NOTICE IS HEREBY GIVEN that the Twenty-third Annual General Meeting ("AGM") of the Company will be held by way of electronic means on Friday, 28 April 2023 at 2.30 p.m. to transact the business set out below. Please refer to the section titled "IMPORTANT INFORMATION" below for details.

Ordinary Business

- 1 To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2022 and the Independent Auditor's Report thereon.
(Ordinary Resolution No. 1)

- 2 To re-elect the following directors of the Company ("Directors") who are retiring by rotation in accordance with Regulations 100 and 101 of the Constitution of the Company (the "Constitution") and who, being eligible, offer themselves for re-election:-
 - i. Mr Ho Ren Hua *(Ordinary Resolution No. 2(i))*
 - ii. Mr Ding ChangFeng *(Ordinary Resolution No. 2(ii))*
 - iii. Mr Gaurav Bhushan *(Ordinary Resolution No. 2(iii))*
 - iv. Mr Paul Beh Jit Han *(Ordinary Resolution No. 2(iv))*

- 3 To re-elect Mr Abdulla Ali M A Al-Kuwari, a Director who will cease to hold office in accordance with Regulation 106 of the Constitution and who, being eligible, offers himself for re-election.
(Ordinary Resolution No. 3)

- 4 To approve payment of Directors' Fees of S\$714,456 for the financial year ended 31 December 2022 (FY2021: S\$762,882).
(Ordinary Resolution No. 4)

- 5 To re-appoint Ernst & Young LLP as the Auditor of the Company to hold office until the next AGM and to authorise the Directors of the Company to fix their remuneration.
(Ordinary Resolution No. 5)

Special Business

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

6.1 Ordinary Resolution 6.1 – Authority to Issue New Shares

That authority be and is hereby given to the Directors, pursuant to Section 161 of the Companies Act 1967 of Singapore (the "Companies Act"), to:-

- (a) (i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- (ii) 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) securities, warrants, debentures or other instruments convertible into Shares,

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

- (b) (even though the authority conferred by this Resolution 6.1 may have ceased to be in force) issue Shares pursuant to any Instrument made or granted by the Directors while this Resolution 6.1 was in force,

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provided that:-

- (1) the aggregate number of Shares to be issued pursuant to this Resolution 6.1 (including Shares to be issued pursuant to Instruments made or granted pursuant to this Resolution 6.1) shall not exceed 50 per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 6.1) shall not exceed 20 per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the “**SGX-ST**”)) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) 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) at the time this Resolution 6.1 is passed, after adjusting for:-
 - (i) any new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time this Resolution 6.1 is passed; and
 - (ii) any subsequent bonus issue, consolidation or sub-division of Shares.
- (3) in exercising the authority conferred by this Resolution 6.1, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST (the “**Listing Manual**”) for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 6.1 continues 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 the earlier.

(Ordinary Resolution No. 6.1)

6.2 Ordinary Resolution 6.2 – Authority to Grant Awards and Allot and Issue Shares pursuant to Vesting of Awards under the Banyan Tree Share Award Scheme 2016

That the Directors be and are hereby authorised to:-

- (a) grant awards in accordance with the provisions of the Banyan Tree Share Award Scheme 2016; and
- (b) allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the vesting of awards under the Banyan Tree Share Award Scheme 2016,

provided that the total number of Shares which may be issued and/or transferred pursuant to awards granted under the Banyan Tree Share Award Scheme 2016, when added to the total number of Shares issued and issuable and/or existing Shares transferred and transferrable in respect of all awards granted under the Banyan Tree Share Award Scheme 2016 and all Shares, options and awards granted under any share scheme of the Company then in force, shall not exceed five per cent. (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding the relevant date of the award, and that such authority, unless revoked or varied by the Company in a general meeting, continues in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier.

(Ordinary Resolution No. 6.2)

6.3 Ordinary Resolution 6.3 – The Proposed Renewal of the Shareholders’ Mandate for Interested Person Transactions

That:-

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual, for the Company, its subsidiaries and its associated companies which are entities at risk as defined under Chapter 9 of the Listing Manual, to enter into any of the transactions falling within the types of interested person transactions described in Appendix 1 to the Letter to Shareholders dated 6 April 2023 (the “**Letter**”), with any person who falls within the classes of interested persons described in Appendix 1 to the Letter, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders and in accordance with the review procedures for interested person transactions as set out in Appendix 1 to the Letter (the “**IPT Mandate**”);
- (b) the IPT Mandate, unless revoked or varied by the Company in general meeting, continues in force until the date that the next AGM of the Company is held or required by law to be held, whichever is the earlier;
- (c) the Audit and Risk Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors be and are hereby authorised to complete and do all such acts and things (including, without limitation, 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 the IPT Mandate and/or this Resolution.

(Ordinary Resolution No. 6.3)

6.4 Ordinary Resolution 6.4 – The Proposed Renewal of Share Buyback Mandate

That:-

- (a) for the purposes of the Companies Act, the authority conferred on the Directors to exercise all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:-
 - (i) market purchase(s) (each a “**Market Purchase**”) on the SGX-ST; and/or
 - (ii) off-market purchase(s) (each an “**Off-Market Purchase**”) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act;

and otherwise in accordance with all other laws and regulations, including but not limited to the provisions of the Companies Act and the Listing Manual as may for the time being be applicable, be and is hereby approved generally and unconditionally (the “**Share Buyback Mandate**”);
- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:-
 - (i) the date on which the next AGM is held or required by law to be held; and
 - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

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(c) in this Resolution:-

“**Maximum Limit**” means that number of Shares representing not more than one per cent. (1%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings); and

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price (excluding related expenses) which shall not exceed:-

- (i) in the case of a Market Purchase, 105 per cent. (105%) of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120 per cent. (120%) of the Highest Last Dealt Price,

where:-

“**Relevant Period**” means the period commencing from the date on which this Resolution is passed and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days (a “Market Day” being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days and the day on which the purchase or acquisition is made;

“**Highest Last Dealt Price**” means the highest price transacted for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, stating 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

- (d) the Directors 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 necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

(Ordinary Resolution No. 6.4)

7 To transact any other business as may properly be transacted at an AGM.

By Order of the Board

Kuan Yoke Kay
Acting Company Secretary
Singapore, 6 April 2023

Explanatory Notes

In relation to Ordinary Resolution 2(i), Mr Ho Ren Hua will, upon re-election as Director, continue to serve as a Non-Independent Non-Executive Director.

In relation to Ordinary Resolution 2(ii), Mr Ding ChangFeng will, upon re-election as Director, continue to serve as a Non-Independent Non-Executive Director.

In relation to Ordinary Resolution 2(iii), Mr Gaurav Bhushan will, upon re-election as Director, continue to serve as a Non-Independent Non-Executive Director.

In relation to Ordinary Resolution 2(iv), Mr Paul Beh Jit Han will, upon re-election as Director, continue to serve as an Independent Director, the Chairman of the Nominating Committee and a member of the Remuneration Committee.

In relation to Ordinary Resolution 3, Mr Abdulla Ali M A Al-Kuwari will, upon re-election as Director, continue to serve as Non-Independent Non-Executive Director. Mr Abdul Rahim bin Mohamed Ali, who is currently the alternate Director to Mr Abdulla Ali M A Al-Kuwari, will continue in office as alternate Director to Mr Abdulla Ali M A Al-Kuwari if Mr Abdulla Ali M A Al-Kuwari is re-elected as a Director.

Ordinary Resolution 4, if passed, relates to the payment of Directors’ fees for the financial year ended 31 December 2022. Directors’ fees are for services rendered by the Non-Executive Directors on the Board as well as the various Board Committees. The amount also includes complimentary accommodation, spa and gallery benefits provided to the Non-Executive Directors.

Detailed information on the Directors who are proposed to be re-elected can be found under the “Board of Directors” and “Corporate Governance Report” in the Company’s Annual Report 2022.

Statement pursuant to Regulation 61 of the Company’s Constitution

Ordinary Resolution 6.1, if passed, will empower the Directors, from the date of the passing of Ordinary Resolution 6.1 to the date of the next AGM, to issue Shares and to make or grant Instruments (such as warrants or debentures) convertible into Shares, and to issue Shares pursuant to such Instruments, up to an amount not exceeding in total 50 per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 20 per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) for issues other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time that Ordinary Resolution 6.1 is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time that Ordinary Resolution 6.1 is passed; and (b) any subsequent bonus issue, consolidation or sub-division of Shares.

Ordinary Resolution 6.2, if passed, will empower the Directors, from the date of this AGM until the next AGM, or the date by which the next AGM is required by law to be held or when varied or revoked by the Company in a general meeting, whichever is the earlier, to grant awards, and to allot and issue new Shares, pursuant to the Banyan Tree Share Award Scheme 2016, provided that the total number of Shares which may be issued and/or transferred pursuant to awards granted under the Banyan Tree Share Award Scheme 2016, when added to the total number of Shares issued and issuable and/or existing Shares transferred and transferrable in respect of all awards granted under the Banyan Tree Share Award Scheme 2016 and all Shares, options and awards granted under any share scheme of the Company then in force, shall not exceed five per cent. (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding the relevant date of the award.

Ordinary Resolution 6.3, if passed, will authorise the Interested Person Transactions as described in the Letter and recurring in the year, and will empower the Directors to do all acts necessary to give effect to the IPT Mandate. This authority, unless revoked or varied by the Company in general meeting, continues in force until the date on which the next AGM is held or is required by law to be held, whichever is the earlier.

Ordinary Resolution 6.4, if passed, will empower the Directors to exercise all powers of the Company to purchase or otherwise acquire (whether by way of Market Purchases or Off-Market Purchases) Shares on the terms of the Share Buyback Mandate as set out in the Letter. This authority, unless revoked or varied by the Company in general meeting, continues in force until the date on which the next AGM is held or is required by law to be held, whichever is the earlier.

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Apart from using its internal sources of funds, the Company may obtain or incur borrowings to finance its purchases or acquisitions of Shares. The Directors do not propose to exercise the Share Buyback Mandate to such extent that it would result in any material adverse effect to the financial position of the Company or the Group, or result in the Company being delisted from the SGX-ST. The amount of financing required for the Company to purchase its Shares pursuant to the Share Buyback Mandate and the impact on the Company's financial position, cannot be realistically ascertained as at the date of this Notice as this will depend on factors such as the aggregate number of Shares purchased and the purchase prices paid at the relevant times.

An illustration of the financial impact of the Share purchases by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Group for the financial year ended 31 December 2022 is set out in the Letter.

IMPORTANT INFORMATION:

Shareholders of the Company ("Shareholders") should take note of the following arrangements for the AGM:-

- (a) **Attendance in Person:** The AGM will be conducted only by electronic means and Shareholders will not be able to physically attend the AGM. Shareholders (or their duly appointed proxy(ies)) can participate in the AGM by way of a "live" webcast ("Webcast") comprising both video (audio-visual) and audio-only feeds. Please pre-register for the Webcast if you wish to attend or appoint proxy(ies) to attend the AGM.
- (b) **Attendance and Participation in Live Audio and Video Webcast:** All Shareholders and investors who hold Shares through the Central Provident Fund ("CPF") and/or the Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors") who wish to participate in live voting and/or follow the proceedings of the AGM through the Webcast must **pre-register online at <https://go.lumiengage.com/BTHAGM2023>** for verification purposes. The Website will be open for pre-registration on 6 April 2023 and will **close at 2.30 p.m., 25 April 2023**. Following verification, details on how to join the Webcast/live audio will be sent to you (or your duly appointed proxy(ies)) on or around 5.00 p.m., 27 April 2023 via the e-mail address provided on pre-registration. Please use the provided access and/or identification credentials/telephone number to access the Webcast/ live audio.

Shareholders (or their duly appointed proxy(ies)) must not forward the abovementioned access to other persons who are not entitled to attend the AGM.

Investors who hold shares through relevant intermediaries (as defined in Section 181(1C) of the Companies Act) ("Investors") who wish to participate will have to approach their relevant intermediary to make the necessary arrangements.

Please contact the Company at AGM.TeamE@boardroomlimited.com if you have queries on the Webcast/live audio.

- (c) **Submission of Questions:** Shareholders and Investors will be able to submit their questions before the AGM as well as "live" during the AGM (if attending through the video feed), through the live chat function via the Webcast. Shareholders who are participating through the audio-only feed will not be able to submit questions "live". All Shareholders and Investors can also submit questions relating to the business of the AGM in advance of the meeting either (i) via post to the Share Registrar's office at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, or (ii) via electronic mail to AGM.TeamE@boardroomlimited.com. For those who wish to submit their questions before the AGM, the questions must be submitted **by 2.30 p.m., 14 April 2023**. The Company will endeavour to respond to substantial and relevant questions received from Shareholders by publication on the SGXNET and the Company's website **by 2.30 p.m., 21 April 2023** or during the AGM.
- (d) **Voting:** Shareholders will be able to vote at the AGM by the following means:-
- (i) **Live Voting (by shareholder):** By attending and participating in "live" voting through the video feed (see item b above). Shareholders who are participating through the audio-only feed will not be able to vote "live"; or
- (ii) **Submit a proxy form:**

Live Voting (by a duly appointed proxy): By appointing a proxy(ies) (other than the Chairman of the AGM) to attend the AGM and vote "live" through the video feed (see item b above) on their behalf. A proxy who is participating through the audio-only feed will not be able to vote "live".

Voting by appointing Chairman as proxy: By appointing the Chairman of the AGM as proxy, to attend and vote on their behalf. In the Proxy Form, a Shareholder should specifically direct the Chairman on how he/she is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the AGM.

Duly completed Proxy Forms must be deposited with the Company (i) via post to the Share Registrar's office at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, or (ii) via electronic mail to AGM.TeamE@boardroomlimited.com (e.g. a clear scanned signed form in PDF), in either case to be received by the Company by 2.30 p.m. on 25 April 2023 (being 72 hours before the time fixed for the AGM). The Proxy Form can be downloaded from SGXNET or the Company's website.

Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

- (e) **Investors who hold Shares through Relevant Intermediaries (including CPF/SRS Investors):** Investors (including CPF/SRS investors) should **not** make use of the Proxy Form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank / SRS Operator at least **seven (7) working days** before the AGM (i.e. **by 18 April 2023**), to ensure that their votes are submitted.

ACCESS TO DOCUMENTS OR INFORMATION RELATING TO BUSINESS OF THE AGM

All documents and information relating to the business of the AGM (including the Annual Report, Letter to Shareholders and the Proxy Form) have been published on SGXNET (www.sgx.com) and the Company's website at <http://investor.banyantree.com/>. Printed copies will not be sent to Shareholders.

FURTHER UPDATES

Shareholders should note that the manner of conduct of the AGM may be subject to further changes. Any changes to the manner of conduct of the AGM will be announced by the Company on SGXNET. Shareholders are advised to check SGXNET and the Company's website regularly for further updates.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company - (i) consents to the collection, use and disclosure of personal data by the Company, its agents and/or service providers for: (1) processing, administering and/or analysing information of proxy(ies) and/or representative(s) appointed by the member for the AGM (including any adjournment thereof), (2) preparing and/or compiling attendance lists, minutes and/or other documents relating to the AGM (including any adjournment thereof), (3) the Company (and/or its agents or its service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines, (4) recording and transmitting images and voice recordings when broadcasting the AGM proceedings through the Webcast, and (5) such purposes as set out in Company's Privacy Policy as set out at www.banyantree.com/en/privacy-policy (collectively, the "Purposes"); (ii) represents and warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company, its agents and/or service providers, the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure, by the Company, its agents and/or service providers, of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) shall indemnify the Company in respect of any claims, actions, proceedings, penalties, liabilities, claims, demands, losses, damages, costs and expenses brought against Company or suffered or incurred by Company as a result of the member's breach of warranty set forth herein.