

ASIAN PAY TELEVISION TRUST

(A business trust constituted on 30 April 2013
under the laws of the Republic of Singapore)
Registration Number: 2013005



APTT MANAGEMENT PTE. LIMITED

(Incorporated in the Republic of Singapore)
(As Trustee-Manager of Asian Pay Television Trust)
Company Registration Number: 201310241D

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the seventh Annual General Meeting of the unitholders of Asian Pay Television Trust (“APTT”) will be convened and held by way of electronic means on 30 June 2020, Tuesday, at 3.00 p.m. (Singapore time) to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Report of the Trustee-Manager, Statement by the Trustee-Manager and the audited financial statements of APTT Group for the year ended 31 December 2019 and the Auditor’s Report thereon.
(Ordinary Resolution 1)
2. To reappoint Deloitte & Touche LLP as the Auditor of APTT to hold office until the next Annual General Meeting and to authorise the directors of the Trustee-Manager to fix its remuneration.
(Ordinary Resolution 2)

SPECIAL BUSINESS

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

3. General mandate to issue units in APTT (“Units”)

That pursuant to Clause 6.1 of the deed of trust dated 30 April 2013 constituting APTT (the “Trust Deed”), Section 36 of the Business Trusts Act, Chapter 31A of Singapore (the “BTA”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), authority be and is hereby given to the Trustee-Manager to:

- (i) (a) issue Units, whether by way of rights, bonus or otherwise; and/or
- (b) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Units 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 Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the Trustee-Manager may in its absolute discretion deem fit; and

- (ii) issue Units pursuant to any Instrument made or granted by the Trustee-Manager while this Resolution is in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (A) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued pursuant to Instruments made or granted pursuant to this Resolution) must not exceed 50.0% of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Units to be issued other than on a pro-rata basis to unitholders must not exceed 20.0% of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (B) below);
- (B) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (A) above, the total number of issued Units (excluding treasury Units, if any) will be based on the number of issued Units (excluding treasury Units, if any) at the time of the passing of this Resolution, after adjusting for:
 - (I) new Units arising from the conversion or exercise of the Instruments which are issued and outstanding or subsisting at the time this Resolution is passed; and
 - (II) any subsequent bonus issue, consolidation or subdivision of Units;

NOTICE OF ANNUAL GENERAL MEETING

- (C) in exercising the authority conferred by this Resolution, the Trustee-Manager must comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Trust Deed for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore) and the BTA;
- (D) (unless revoked or varied by the unitholders in a general meeting) the authority conferred by this Resolution will continue in force until (i) the conclusion of the next Annual General Meeting of APTT or (ii) the date by which the next Annual General Meeting of APTT is required by law to be held, whichever is earlier;
- (E) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted, in the event of rights, bonus or other capitalisation issues or any other events, the Trustee-Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (F) the Trustee-Manager be and is hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager may consider expedient or necessary or in the interest of APTT to give effect to the authority conferred by this Resolution.

(See explanatory note)

(Ordinary Resolution 3)

By order of the Board of Directors
APTT Management Pte. Limited
As Trustee-Manager of Asian Pay Television Trust



Kim Yi Hwa
Company Secretary

Singapore, 5 June 2020

NOTICE OF ANNUAL GENERAL MEETING

Explanatory note:

Ordinary Resolution 3

Ordinary Resolution 3, if passed, will empower the Trustee-Manager from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held, or the date on which such authority is varied or revoked by APTT in a general meeting of the unitholders, whichever is the earliest, to issue Units, make or grant Instruments convertible into Units and to issue Units pursuant to such Instruments, up to a number not exceeding, in total, 50.0% of the issued Units, of which up to 20.0% may be issued other than on a pro-rata basis to existing unitholders.

For determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the issued Units at the time Ordinary Resolution 3 is passed, after adjusting for any new Units arising from the conversion or exercise of the Instruments which are issued and outstanding or subsisting at the time Ordinary Resolution 3 is passed, and any subsequent bonus issue, consolidation or subdivision of Units.

Important notes:

Pre-register and participate in the Annual General Meeting (“AGM”) via “live” audio-visual webcast or “live” audio-only stream

1. The AGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as may be amended and/or modified, the “Temporary Measures Order”). A printed copy of this Notice of AGM will **not** be sent to unitholders. Instead, this Notice of AGM is disseminated to unitholders solely by electronic means via publication on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and APTT’s corporate website at the URL <http://www.aptt.sg/news/news-2020>.
2. Unitholders will **not** be able to attend the AGM in person. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via “live” audio-visual webcast or “live” audio-only stream), submission of questions to the Chair of the AGM in advance of the AGM, addressing of all substantial and relevant questions and voting by appointing the Chair of the AGM as proxy at the AGM, are set out in the accompanying Trustee-Manager’s announcement dated 5 June 2020. The announcement may be accessed at the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and APTT’s corporate website at the URL <http://www.aptt.sg/news/news-2020>.

Voting by proxy

3. A unitholder (whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM must submit a Proxy Form appointing the Chair of the AGM as proxy to attend, speak and vote on his/her/its behalf at the AGM. The accompanying Proxy Form for the AGM may be accessed at the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and APTT’s corporate website at the URL <http://www.aptt.sg/news/news-2020>.
4. The Chair of the AGM, as proxy, need not be a unitholder of APTT.
5. A unitholder (whether individual or corporate) appointing the Chair of the AGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chair of the AGM as proxy for that resolution will be treated as invalid.
6. The instrument appointing the Chair of the AGM as proxy must be submitted in the following manner:
 - a. if submitted by post, be deposited at the registered office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at the following address: Asian Pay Television Trust, c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - b. if submitted electronically, be sent by email to the Unit Registrar at AGM.TeamE@boardroomlimited.com,

in either case, not less than 48 hours before the time appointed for holding the AGM (the “Proxy Deadline”).

7. Unitholders who wish to submit an instrument of proxy must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit completed Proxy Forms by post and/or result in delay in delivery of mail, unitholders are strongly encouraged to submit their completed Proxy Forms electronically by email.**
8. Investors who hold their Units through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including SRS investors) and who wish to exercise their votes should approach their respective relevant intermediaries (including their respective SRS Approved Banks) to submit their voting instructions by 5.00 p.m. on 18 June 2020, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chair of the AGM to vote on their behalf no later than the Proxy Deadline.

Access to all documents relating to the business of the AGM

9. All documents and information relating to the business of the AGM (including the 2019 Annual Report, this Notice of AGM and Proxy Form) have been published on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and have been made available on APTT's corporate website at the URL <http://www.aptt.sg/news/news-2020>.

Personal data privacy:

By submitting an instrument appointing the Chair of the Annual General Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a unitholder consents to the collection, use and disclosure of the unitholder's personal data by the Trustee-Manager (or its agents) for the purpose of the processing and administration of the appointment of the Chair of the Annual General Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Trustee-Manager (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines, and recording and transmitting images and voice recordings when broadcasting the proceedings of the Meeting through a "live" audio-visual webcast or "live" audio-only stream.