

### **ASCENT BRIDGE LIMITED**

(the "Company") (Incorporated in the Republic of Singapore) Co. Registration No. 198300506G

12 July 2023

Dear Member

We are pleased to inform that the upcoming Annual General Meeting ("**AGM**") of the company will be held at the Meeting Room 311, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Thursday, 27 July 2023 at 3.00 p.m.

In line with the Group's sustainability strategy, we will not be mailing out the Company's Annual Report and Appendix to the Notice of AGM for the financial year ended 31 March 2023. The accompanying Notice of AGM, Proxy Form, Annual Report and the Appendix enclosed with the Annual Report will be available for download from the SGXNet and the Company's website, <a href="https://www.ascentbridge.com">www.ascentbridge.com</a> from the date of this letter.

We sincerely hope that you will join our sustainability efforts and embrace e-communications. But if you still wish to receive printed copies of the Annual Report and the Appendix, please complete the Request Form below and return it to the Company by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 by 19 July 2023. The printed copies will be mailed to you within 5 working days upon receiving your request.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Yours faithfully For and on behalf of Ascent Bridge Limited

Foo Soon Soo Company Secretary

### **REQUEST FORM**

### To: Ascent Bridge Limited

Please send me a printed copy of the Annual Report 2023 for the financial year ended 31 March 2023 and the Appendix enclosed with the Annual Report.

Name of Shareholder:	
NRIC/Passport Number (last 4 characters): XXXX -	
Mailing Address:	Postal Code (
Signature(s):	Date:

**Note:** This request is valid for the Annual Report for the financial year ended 31 March 2023 and the Appendix enclosed with the Annual Report. Incomplete or incorrectly completed forms will not be processed.

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# **ASCENT BRIDGE LIMITED**

c/o Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632

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### **ASCENT BRIDGE LIMITED**

(the "Company") (Incorporated in the Republic of Singapore) Co. Registration No. 198300506G

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Ascent Bridge Limited will be convened and held at the Meeting Room 311, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Thursday, 27 July 2023 at 3.00 p.m. for the following purposes: -

#### **AS ORDINARY BUSINESS**

- 1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2023 together with the Directors' Statement and Auditor's Report thereon. (Resolution 1)
- 2. To approve the Directors' fees of S\$105,250 for the financial period from 1 January 2023 to 31 March 2023. (Resolution 2)

(See Explanatory Note 1)

- 3. To approve the Directors' fees of up to S\$421,000 for the financial year ending 31 March 2024 and the payment thereof on a quarterly basis (S\$413,380 for the financial period from 1 January to 31 December 2022). (Resolution 3)
- 4. To re-elect Mr Siow Chee Keong, a Director retiring under Article 104 of the Constitution of the Company. (Resolution 4)

(See Explanatory Note 2)

5. To re-elect Mr Chua Wei Ming, a Director retiring under Article 104 of the Constitution of the Company. (Resolution 5)

(See Explanatory Note 2)

6. To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)

#### **AS SPECIAL BUSINESS**

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

### 7. Authority to issue and allot shares

- "(a) That pursuant to Section 161 of the Companies Act 1967 and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
  - issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and/or

- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:
  - (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings), and for the purpose of this Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings)) shall be the Company's total number of issued shares (excluding treasury shares) at the time this Resolution is passed, after adjusting for;
    - (A) new shares arising from the conversion or exercise of convertible securities;
    - (B) 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
    - (C) any subsequent bonus issue, consolidation or subdivision of the Company's shares,
      - and adjustments in accordance with (A) or (B) 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
  - (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

(Resolution 7) (See Explanatory Note 3)

### 8. Authority to grant awards and issue shares under the Ascent Bridge Performance Share Plan

"That approval be and is hereby given to the directors to grant awards in accordance with the provisions of the Ascent Bridge Performance Share Plan (the "ABPSP") (formerly known as AEI Performance Share Plan) and to allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of awards under the ABPSP, provided that the aggregate number of shares to be allotted and issued pursuant to the ABPSP, when added on to the number of shares issued and issuable in respect of all awards granted under any other share-based incentive schemes adopted by the Company and for the time being in force, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) on the day preceding the date on which the award shall be granted 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 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 earlier."

(Resolution 8) (See Explanatory Note 4)

#### 9. The Proposed Renewal of the Share Buyback Mandate

- "(a) That, for the purposes of Sections 76C and 76E of the Companies Act 1967, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid-up ordinary shares of the Company ("Shares") not exceeding in aggregate the Maximum Limit (as hereafter 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 hereafter defined), whether by way of:
  - on-market purchase(s) ("Market Purchases") transacted through the SGX-ST or on another stock exchange on which the Shares are listed (as defined in Section 76E of the Companies Act); and/or
  - (ii) off-market purchase(s) ("Off-Market Purchases") effected pursuant to an equal access scheme (as defined in Section 76C of the Companies Act) 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 the Listing Manual of the SGX-ST; and

otherwise in accordance with all laws and 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 Buyback Mandate");

- (b) Any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (c) 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 passing of this Resolution and expiring on the earliest of:
  - (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held, whichever is the earlier;
  - (ii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by Shareholders in a general meeting; or
  - (iii) 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.

#### (d) In this Resolution:

"Maximum Limit" means that number of issued Shares representing 10% of the issued ordinary shares of the Company as at the date of the passing of this Resolution (excluding any treasury shares and subsidiary holdings which may be held by the Company from time to time); and

"Maximum Price" means the maximum purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share in the event of any Share Buyback, which:

- (i) in the case of a Market Purchase, shall mean 105% of the average of the closing market prices of the Shares over the last five (5) market days on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action occurring during the relevant 5-day period and the day on which the purchases are made; and
- (ii) in the case of an Off-Market Purchase, shall mean 120% of the average of the closing market prices of the Shares over the last five (5) market days on which transactions in the Shares were recorded, immediately preceding the day of making of the offer pursuant to the Off-Market Purchase.

(e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required) as they and/or he may consider expedient, incidental, necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution."

(Resolution 9) (See Explanatory Note 5)

### 10. Any Other Business

To transact any other business that may normally be dealt with at an Annual General Meeting.

### By Order of the Board

Foo Soon Soo Company Secretary

Singapore, 12 July 2023

#### **EXPLANATORY NOTES: -**

 The shareholders at the annual general meeting held on 28 April 2022 ("Previous AGM") approved Directors' fee of S\$413,380 for the financial year ended 31 December 2022.

As announced by the Company on 10 August 2022, the Company changed its year end to 31 March. The revised financial year would cover a period of 15 months from 1 January 2022 to 31 March 2023 ("FY2023") for which only the Directors' fee up to 31 December 2022 was approved at the Previous AGM. In view thereof, the Board seeks the approval of the shareholders for the Directors' fee for the period from 1 January 2023 to 31 March 2023.

2. Mr Siow Chee Keong will, upon being re-elected as Director, remain as Independent Director, Chairman of the Audit & Risk Committee and member of the Nominating and Remuneration Committees.

Mr Chua Wei Ming, upon being re-elected as Director, remain as Chairman of the Remuneration Committee and member of the Audit & Risk Committee and Nominating Committee.

Mr Siow and Mr Chua are considered independent for the purposes of Rule 704(8) of the Listing Manual of SGX-ST.

Detailed information on Mr Siow and Mr Chua as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST are found in the Company's Annual Report 2023.

- 3. Resolution 7, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company of which the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. The total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company for this purpose shall be the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed and any subsequent bonus issues, consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- 4. Resolution 8, if passed, will empower the Directors effective until the conclusion of the next Annual General Meeting of the Company as required by law or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant awards under the ABPSP and to allot and issue shares in the capital of the Company pursuant to the ABPSP, provided that the aggregate number of shares issued and to be issued under the ABPSP when added on to the shares issued and issuable in respect of all awards granted under any other share-based incentive schemes adopted by the Company, does not exceed 15% of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company on the day preceding the date on which the award shall be granted.
- 5. Resolution 9, if passed, will authorise the Company to purchase or otherwise acquire Shares on the terms and subject to the conditions of the resolution. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition of Shares and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate based on the audited accounts of the Company and the Group for the financial year ended 31 March 2023, are set out in greater detail in the Appendix enclosed together with the Annual Report.

#### NOTES:

1. Printed copies of the Notice of AGM, Proxy Form and the Request Form for a printed copy of the Annual Report will be despatched to the members of the Company. The Annual Report and the Appendix to this Notice of AGM will not be despatched to the members of the Company. All documents (the Annual Report, the Proxy Form, and this Notice of Annual General Meeting ("AGM") and the Appendix to this Notice of AGM) have been, or will be, published on SGXNet and the Company's website, www.ascentbridge.com. They can be downloaded from SGXNet.

#### Submission of proxies

- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the
  meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be
  represented by each proxy shall be specified in the form of proxy.
- 3. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

- 4. A proxy need not be a member of the Company.
- 5. The proxy form (a copy of which is attached hereto), duly completed and signed, must be submitted by:
  - mail to or lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
  - (ii) email to agm2023@ascentbridge.com (a clear scanned signed form in PDF) not later than 3.00 p.m. on 25 July 2023, being 48 hours before the time fixed for the meeting.
- 6. The proxy form must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- 7. In the case of members whose shares are entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act 2001 of Singapore), the Company may reject the proxy form submitted if such members' names do not appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the Annual General Meeting.
- 8. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the Annual General Meeting in person if appointed as proxy of his/her CPF and/or SRS Approved Nominee. CPF and SRS Investors who are unable to attend the Annual General Meeting but would like to vote, may inform their respective CPF and SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the meeting.

#### Submission of questions

- Members, CPF Investors and SRS Investors may submit substantial and relevant questions related to the resolutions to be tabled at the Annual General Meeting ahead of the Annual General Meeting by email to agm2023@ascentbridge.com by 3.00 p.m. on 19 July 2023.
- 10. The Company will endeavour to address all substantial and relevant questions if received by the prescribed deadline above and post the answers on SGXNet and the Company's website by 23 July 2023. For substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the Annual General Meeting. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.

#### **Minutes of Annual General Meeting**

11. The minutes of the Annual General Meeting together with the responses to the substantial and relevant question(s) by the shareholders not already answered and announced, will be posted on the SGXNet and the Company's website within one month after the date of the Annual General Meeting.

#### Personal data privacy:

By submitting the proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



### **ASCENT BRIDGE LIMITED**

(Incorporated in the Republic of Singapore) Registration No. 198300506G

## **PROXY FORM**

### **ANNUAL GENERAL MEETING**

#### IMPORTANT

- . This Proxy Form is not valid for use by investors who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF and SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them.
- 2. A CPF and/or SRS investor may attend and cast his/her vote(s) at the Annual General Meeting in person if appointed as proxy of his/her CPF and/or SRS Approved Nominee. CPF and SRS Investors who are unable to attend the Annual General Meeting but would like to vote, may inform their respective CPF and SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Annual General Meeting.

#### PERSONAL DATA PRIVACY

 By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 12 July 2023.

I/We _						
of						
being	a member/member	rs of Ascent Bridge Limited (the "Comp	pany"), hereby appoir	nt:		
	Name		NRIC/Passpor Number	31	Proportion of Shareholdings to be represented by proxy (%)	
and/or	r (please delete as	appropriate)				
1 Raf adjour resolu given,	fles Boulevard, Somment thereof. I/N tions to be propose the proxy/proxies v e indicate your v	the Meeting Room 311, Level 3, Sountec City, Singapore 039593 on Town direct my/our proxy/proxies to voted at the AGM in the spaces provided lowill vote or abstain from voting at his/theyote "For" or "Against" or "Abstain	hursday, 27 July 20 ote for or against on hereunder. If no special discretion.	023 at 3. r abstain ified dired	00 p.m. ai from votil ctions as to	nd at any ng on the voting are
No.				No. of Votes or to indicate with a tick [√] or cross (x)¹		
				For		Abstain
	Ordinary Busine	ss				
1.	To receive and active financial year					
2.	To approve Direct March 2023					
3.	To approve Direct					
4.	To re-elect Mr Sio	w Chee Keong as Director				
5.	To re-elect Mr Chua Wei Ming as Director					
6.		st & Young LLP as Auditors of the Com	npany			
	Special Business					
7.	To authorise Direction the Companies Ac	ctors to issue and allot shares pursua ct 1967	int to Section 161 of			
8.	To authorize the g	grant of awards and issue shares unde re Plan.	er the Ascent Bridge			
9.	To approve the Sh	nare Buyback Mandate				
Please	tick [√] or cross (x) or i	o vote by poll in accordance with the listing rules ndicate the number of votes within the box provatain" from voting on the relevant resolution.				ising all your
Dated this day of 2023						
				Total Nu	mber of Sha	ares Held



#### NOTES:

- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting.
   Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- 2. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
  - "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 (the "Companies Act").
- 3. A proxy need not be a member of the Company.
- 4. The instrument appointing a proxy/proxies, duly completed and signed, must be submitted by:
  - (i) mail to or lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
  - (ii) email to agm2023@ascentbridge.com (a clear scanned signed form in PDF) not later than 48 hours before the time fixed for the meeting.
- 5. The proxy form must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- 6. In the case of members whose shares are entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act 2001 of Singapore), the Company may reject the proxy form submitted if such members' names do not appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the Annual General Meeting.
- 7. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the meeting in person if appointed as proxies by their respective CPF and SRS Approved Nominees or SRS Operators. CPF and SRS Investors who are unable to attend the meeting but would like to vote, may inform their respective CPF and SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the meeting.
- 8. Completion and return of this proxy form shall not preclude a member from attending and voting at the meeting. Any appointment of a proxy/proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the meeting.
- 9. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with its Constitution and Section 179 of the Companies Act.
- 10. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she should insert that number of shares. If the member has shares registered in his/her name in the Register of Members (maintained by or on behalf of the Company), he/she should insert that number of shares. If the member has shares entered against his/her name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this proxy form will be deemed to relate to all the shares held by the member of the Company.
- 11. Personal data privacy: By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting.

