

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Raffles Infrastructure Holdings Limited (the “**Company**”) will be convened and held by way of electronic means on 31 October 2022 at 2.00 p.m. (Singapore Time) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Independent Auditors' Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of S\$180,000 for the financial year ending 30 June 2023 (2022: S\$240,000.00). **(Resolution 2)**
3. To re-elect Mr. Chay Yiowmin who is retiring pursuant to Bye-law 85(6) of the Company **(Resolution 3)**

Mr. Chay Yiowmin will, upon re-election, remain as the Lead Independent Director, Chairman of the Audit Committee, and Member of the Nominating Committee and Remuneration Committee.
4. To re-elect Ms. Yuanita Tjia who is retiring pursuant to Bye-law 85(6) of the Company **(Resolution 4)**

Ms. Yuanita Tjia will, upon re-election, remain as Non-Executive Non-Independent Director, Member of the Audit Committee, Nominating Committee and Remuneration Committee.
5. To re-elect Ms. Chen Meiyun, Agnes who is retiring pursuant to Bye-law 85(6) of the Company **(Resolution 5)**

Ms. Chen Meiyun, Agnes will, upon re-election, remain as an Independent Director, Chairman of the Remuneration Committee, and Member of the Audit Committee and Nominating Committee.
6. To re-elect Mr. Ryan Chiu Tzong Min who is retiring pursuant to Bye-law 85(6) of the Company **(Resolution 6)**

Mr. Ryan Chiu Tzong Min will, upon re-election, remain as an Executive Director and Deputy Chief Executive Officer of the Company.
7. To re-appoint Messrs RT LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
8. To transact any other ordinary 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 any modifications:

9. **Authority to allot and issue shares in the capital of the Company ("Shares") - Share Issue Mandate**

"That, pursuant to the Companies Act of Bermuda, the Company's Bye-Laws and Rule 806 of the Listing Manual (the "**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), 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 (the "**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 new Shares to be allotted and issued, including but not limited to the creation and issue of (as well as adjustments to) options, 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 of the Company shall in their absolute discretion deem fit; and

- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) allot and issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and convertible securities to be allotted and issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to the shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as at the time of passing of this Resolution);

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- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be allotted and issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital 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 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 Shares.

Any adjustments made in accordance with sub-paragraphs (2) (a) and (2)(b) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such 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 is required by law to be held, whichever is the earlier."
- [See Explanatory Note (i)]*

(Resolution 8)

By Order of the Board

Raffles Infrastructure Holdings Limited

Ryan Chiu Tzong Min

Executive Director and Deputy Chief Executive Officer

14 October 2022

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Explanatory Notes:

- (i) The Ordinary Resolution 8 proposed in item 9 above, if passed, will empower the Directors of the Company to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution 9 is passed after adjusting for new Shares arising from the exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when Ordinary Resolution 9 is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

Important Notes to Shareholders:

1. **Printed copies of this Notice of AGM, the Proxy Form and the annual report of the Company for the financial year ended 30 June 2022 ("FY2022 Annual Report") will not be sent to Shareholders of the Company.** This Notice of AGM, the Proxy Form and the FY2022 Annual Report may be accessed at the Company's website at the URL <https://rafflesinfrastructure.com/> and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
2. **The AGM will be held by way of electronic means, shareholders of the Company will not be able to attend the AGM in person. A member of the Company who wishes to exercise his/her/its voting rights at the AGM may vote live via electronic means at the AGM, or appoint a proxy (other than the Chairman of the AGM) or appoint the Chairman of the AGM, as his/her/its proxy to vote on his/her/its behalf at the AGM.** In appointing the Chairman of the AGM, a member (whether individual or corporate) of the Company must give specific instructions as to voting, or abstentions from voting, in respect of a resolution, failing which the appointment of proxy for that resolution will be treated as invalid.

Shareholders who wish to vote live via electronic means at the AGM or appoints a proxy (other than the Chairman of the AGM) to vote on his/her/its behalf at the AGM must pre-register themselves or their proxy in accordance with Note 3 below.

3. Shareholders of the Company who wish to attend the AGM electronically or have their appointed proxy (other than the Chairman of the AGM) attend the AGM electronically, may do so through the live audio-visual webcast or the live audio-only stream via their mobile phones, tablets or computers and must pre-register at the URL <https://septusasia.com/rihlagm2022> by **2.00 p.m. (Singapore Time), on Friday, 28 October 2022** (that is, not less than 72 hours before the time fixed for holding the AGM) to enable the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., to authenticate their status as Shareholders of the Company.

Upon successful authentication, each such member of the Company or their appointed proxy (other than the Chairman of the AGM) will receive an email with instructions to access the live audio-visual webcast or the live audio-only stream (the "**Confirmation Email**") by **12.00 p.m. on Sunday, 30 October 2022**. Only Shareholders of the Company or their appointed proxy (other than the Chairman of the AGM) who have been successfully authenticated will be entitled to access the live audio-visual webcast or the live audio-only stream. Shareholders of the Company or their appointed proxy (other than the Chairman of the AGM) who have pre-registered but have not received the Confirmation Email by **12.00 p.m. (Singapore Time) on Sunday, 30 October 2022** should contact the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at shareregistry@incorp.asia as soon as practicable.

4. Shareholders of the Company may submit questions relating to the resolutions tabled for approval at the AGM, together with their full name (as per CDP/Scrip-based records), identification number (e.g. NRIC/Passport/Company Registration Number), shareholding type (e.g. CDP/Scrip-based), email address and contact number to enable the Company (or its agents or service providers) to authenticate their status as Shareholders of the Company, in the following manner:

- (a) by email to the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at shareregistry@incorp.asia; or
- (b) by post to the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
- (c) during pre-registration via the pre-registration URL,

in any case, by **2.00 p.m. (Singapore Time), on Friday, 21 October 2022**.

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The Company will endeavour to address all substantial and relevant questions (determined by the Company in its sole discretion) received by **2.00 p.m. (Singapore Time), on Wednesday, 26 October 2022** (that is, at least 72 hours prior to the closing date and time for the lodgement of the Proxy Forms), which will be published on the Company's website at the URL <https://rafflesinfrastructure.com/> and SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Real-time communications functions will also be available to allow Shareholders of the Company or their appointed proxy (other than the Chairman of the AGM) to raise questions by typing your questions in the text box at the AGM during the live audio-visual webcast.

5. The duly appointed proxy, including the Chairman of the AGM acting as proxy, need not be a member of the Company.
6. A member of the Company who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form before submitting it to the Company in the following manner:
 - (a) by email to the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at shareregistry@incorp.asia; or
 - (b) by post to the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712,

in either case, by **2.00 p.m. (Singapore Time), on Saturday, 29 October 2022** (that is, not less than 48 hours before the time fixed for holding the AGM). Shareholders of the Company are strongly encouraged to submit the completed and signed Proxy Forms to the Company's Singapore Share Transfer Agent via email.

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 either under its common seal or signed on its behalf by a duly authorised officer or attorney. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney appointing the attorney or other authority, or a notarized or certified true copy thereof, if any, under which the Proxy Form is signed must be lodged with the Proxy Form, failing which the Company shall be entitled to regard the Depositor Proxy Form as invalid.

7. A Depositor's name must appear on the Depository Register as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to access the live audio-visual webcast or the live audio-only stream. The Company may reject the Proxy Form if the member, 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 meeting, as certified by The Central Depository (Pte) Limited to the Company.

The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (such as in the case where the appointor submits more than one (1) Proxy Form).

Shareholders who hold their Shares through a Relevant Intermediary (as defined in section 181 of the Companies Act 1967) should not use the Proxy Form and should contact their relevant intermediaries as soon as possible to specify voting instructions.

8. The Company will publish the minutes of the AGM on the Company's website at the URL <https://rafflesinfrastructure.com/> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> within one month after the date of the AGM.
9. As the COVID-19 situation in Singapore continues to evolve, Shareholders of the Company are advised to read the Government of Singapore's "COVID-19: Advisories for Various Sectors" at the URL <https://www.gov.sg/article/covid-19-sector-specific-advisories>, including the health advisories issued by the Ministry of Health. The Company will monitor the situation and reserves the right to take further measures as appropriate in order to comply with the various government and regulatory advisories. Any changes to the manner of conduct of the AGM will be announced on the Company's website at the URL <https://rafflesinfrastructure.com/> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

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Summary of Key Dates and Times

Dates and Times	Action to be taken by Shareholders of the Company
By 2.00 p.m. (Singapore Time) on Friday, 21 October 2022	Deadline for Shareholders to submit questions. Shareholders of the Company may submit questions relating to the ordinary resolution tabled for approval at the AGM in the following manner: (a) by email to the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at shareregistry@incorp.asia; or (b) by post to the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or (c) during pre-registration via the pre-registration URL https://septusiasia.com/rihlagm2022. Shareholders will be able to raise questions at the AGM during the live audio-visual webcast.
By 2.00 p.m. (Singapore Time) on Wednesday, 26 October 2022	Addressing questions. The Company will endeavour to address all substantial and relevant questions received from Shareholders relating to the Ordinary Resolution set out in the Notice of AGM by Wednesday, 26 October 2022, which will be published on the Company's website at the URL https://rafflesinfrastructure.com/ and SGXNet at the URL https://www.sgx.com/securities/company-announcements.
By 2.00 p.m. (Singapore Time) on Friday, 28 October 2022	Deadline for pre-registration. Shareholders of the Company must pre-register at the URL https://septusiasia.com/rihlagm2022 should they wish to attend the AGM by electronic means either personally or through their proxies.
By 2.00 p.m. (Singapore Time) on Saturday, 29 October 2022	Deadline for submission of Proxy Forms. Shareholders of the Company to submit the completed and signed Proxy Forms in the following manner: (a) by email to the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at shareregistry@incorp.asia; or (b) by post to the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712. Shareholders of the Company are strongly encouraged to submit the completed and signed Proxy Forms to the Company's Singapore Share Transfer Agent via email.
By 12.00 p.m. (Singapore Time) on Sunday, 30 October 2022	Confirmation of pre-registration. Shareholders of the Company or their appointed proxy (other than the Chairman of the AGM) who have been successfully authenticated will receive an email with instructions to access the live audio-visual webcast or the live audio-only stream (the "Confirmation Email"). Shareholders of the Company or their appointed proxy (other than the Chairman of the AGM) who have pre-registered but have not received the Confirmation Email by this date and time should contact the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at shareregistry@incorp.asia as soon as practicable.
At 2.00 p.m. (Singapore Time) on Monday, 31 October 2022	AGM. Shareholders of the Company or their appointed proxy (other than the Chairman of the AGM) may access the live audio-visual webcast or the live audio-only stream using the instructions set out in the Confirmation Email. Live voting. Shareholders or their appointed proxy (other than the Chairman of the AGM) may vote on the ordinary resolutions tabled at the AGM by real-time electronic voting.
By 2.00 p.m. (Singapore Time) on Wednesday, 30 November 2022	Minutes of AGM. The Company will publish the minutes of AGM on the Company's website at the URL https://rafflesinfrastructure.com/ and on SGXNet at the URL https://www.sgx.com/securities/company-announcements within one month after the AGM.

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Personal Data Privacy:

By attending the Annual General Meeting of the Company and/or any adjournment thereof and/or submitting the Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting of the Company and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting of the Company (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**"), and (b) 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 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 (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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.