



**SHS HOLDINGS LTD.**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number: 197502208Z)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of the members of SHS Holdings Ltd. (the “Company”) will be convened and held by electronic means on 30 December 2020 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution as set out below.

*All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 15 December 2020 (the “Circular”).*

#### **ORDINARY RESOLUTION**

##### **Approval for the Proposed Sales**

That:

- (a) approval be and is hereby given to the Company for the Proposed Sales and all transactions in relation thereto, including but not limited to the Call Option, on the terms and conditions of the SPAs, such Proposed Sales being a major transaction for the purposes of Chapter 10 of the Listing Manual of the SGX-ST;
- (b) the Directors of the Company and each of them be and are hereby authorised to do any and all such acts and things for and on behalf of the Company (including, but not limited to, signing, executing and delivering any such documents, and negotiating, reviewing, finalising and approving amendments, alterations, modifications to any such documents as may be required or desirable in connection with this Ordinary Resolution, the Proposed Sales, the SPAs, the Declaration of Trust, the Assignment Deed and/or the Funds Flow Deed) as such Director may, in his absolute discretion deem fit, desirable, advisable, necessary or expedient, in the interests of the Company, to give effect to the matters referred to in paragraph (a) of this Ordinary Resolution, the Proposed Sales, the SPAs, the Declaration of Trust, the Assignment Deed and/or the Funds Flow Deed; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed or delivered by a Director in connection with the Proposed Sales be and are hereby approved, confirmed and ratified.

#### **BY ORDER OF THE BOARD**

Ng Han Kok, Henry  
Executive Director and Group CEO  
Singapore, 15 December 2020

#### **Notes:**

1. **Documents:** Printed copies of this Notice will not be sent to members. Instead, this Notice of EGM will be sent to members by electronic means via publication on the Company’s website at the URL <http://shsholdings.listedcompany.com/>. This Notice of EGM is also available on SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements?value=SHS%20HOLDINGS%20LTD.&type=company>.
2. **No attendance in person:** Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, the EGM 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. Members will not be able to attend the EGM in person.
3. **Arrangement:** Members will be able to participate at the EGM by watching the EGM proceedings via a “live” audio-visual webcast via their mobile phones, tablets or computers or listening to these proceedings through a “live” audio-only stream via telephone. In order to do so, members must pre-register by **10.00 a.m. on 27 December 2020 (“Pre-Registration Deadline”)** at the URL [https://zoom.us/webinar/register/WN\\_BW7-fq2pSpOeDF9FIJmB7w](https://zoom.us/webinar/register/WN_BW7-fq2pSpOeDF9FIJmB7w) (“**Pre-registration Website**”) for the Company to authenticate his/her/its status as Members. Authenticated Members will receive email instructions on how to access the “live” audio-visual webcast and “live” audio-only stream of the EGM proceedings by **10.00 a.m. on 29 December 2020 (“Instructions Email”)**. Members who do not receive the Instructions Email by **10.00 a.m. on 29 December 2020**, but who have registered by the Pre-Registration Deadline, should contact the Company at +65 6515 6116. Members must not forward the unique link to other persons who are not Members and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the “live” audio-visual webcast and “live” audio-only stream.

*Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including CPF and SRS investors) and, who wish to participate in the EGM by (a) observing and/or listening to the EGM proceeding through a “live” audio-visual webcast or a “live” audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on his/her/its behalf at the EGM, should approach his/her/its respective relevant intermediaries (including his/her/its respective CPF agent banks or SRS Approved Banks) through which they hold such Shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM, including the submission of their voting instructions by **5.00 p.m. on 17 December 2020** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf **not later than 10.00 a.m. on 28 December 2020**.*

4. **Submission of Questions:** Members will not be able to ask questions at the EGM during the “live” audio-visual webcast or “live” audio-only stream. Therefore, it is important for Members to submit their questions related to the registrations to be tabled for approval at the EGM in advance of the EGM. To do so, all questions must be submitted by the Pre-Registration Deadline via:
  - (a) Pre-registration Website: Members who pre-register to watch the “live” audio-visual webcast or “live” audio-only stream may submit their questions via the pre-registration website at the URL [https://zoom.us/webinar/register/WN\\_BW7-fq2pSpOeDF9FIJmB7w](https://zoom.us/webinar/register/WN_BW7-fq2pSpOeDF9FIJmB7w);
  - (b) Post: Members may submit their questions by post to the registered office of the Company at 19 Tuas Avenue 20, Singapore 638830. When sending in the questions, please provide the Company with your full name, address and the manner in which the shares are held in the Company (e.g. via CDP or SRS); or
  - (c) Email: [egm@shsholdings.com.sg](mailto:egm@shsholdings.com.sg).

The Company will endeavour to address all substantial and relevant questions received from members prior to the EGM via SGX-ST’s website and on the Company’s website or during the EGM through the “live” audio-visual webcast or “live” audio-only stream. The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements?value=SHS%20HOLDINGS%20LTD.&type=company> and the Company’s website at the URL <http://shsholdings.listedcompany.com/>, and the minutes will include the responses to the questions (if any) referred to above.

5. **Submission of Proxy Form:** A member will not be able to vote through the “live” audio-visual webcast or “live” audio-only stream and voting is only through submission of Proxy form. If a member (whether individual or corporate) wishes to exercise his/her/its voting right at the EGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM. The Proxy Form for the EGM can be accessed at the Company’s website at the URL <http://shsholdings.listedcompany.com>, and is made available with this Notice of EGM on SGX-ST’s website on the same day. Members who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 (including CPF and SRS investors) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks or SRS Approved Banks) to submit their voting instructions by **17 December 2020 at 5.00 p.m.** in order to allow sufficient time for their respective relevant intermediaries to in turn submit the Proxy Form to appoint the Chairman of the Meeting to vote on their behalf **no later than 28 December 2020 at 10.00 a.m.**

In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, including the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid. The Chairman of the Meeting, as proxy, need not be a member of the Company. The instrument appointing the Chairman of the Meeting as proxy (“**Proxy Form**”) must be submitted to the Company in the following manner:

- (a) if in hard copy and by post, the Proxy Form must be lodged at the registered office of the Company at 19 Tuas Avenue 20, Singapore 638830; or
- (b) if submitted electronically, the Proxy Form must be submitted by sending a scanned PDF form via email to [proxysform@shsholdings.com.sg](mailto:proxysform@shsholdings.com.sg);

in either case, no later than 10.00 a.m. on 28 December 2020 (the “**Proxy Deadline**”).

A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before 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 for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed Proxy Forms electronically via email to the Company so as to reach the Company no later than the Proxy Deadline.**

The Proxy Form must be executed under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of the appointor or of his or her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Company), if the Proxy Form is submitted by post, must be lodged with the Proxy Form (or if submitted electronically via email, be emailed with the Proxy Form), failing which the Proxy Form may be treated as invalid.

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (including any related attachment). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by CDP to the Company.

#### **ACCESS TO DOCUMENTS OR INFORMATION RELATING TO EGM**

Printed copies of the Circular, Proxy Form and all documents relating to the business of the EGM (“**EGM Documents**”), will not be sent to Members. The Circular and Proxy Form have been uploaded on the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements?value=SHS%20HOLDINGS%20LTD.&type=company>. The EGM Documents can also be accessed at the Company’s website at the URL <http://shsholdings.listedcompany.com/>.

#### **FURTHER INFORMATION**

For further information on the conduct of the EGM and the alternative arrangements, Members can refer to the Company’s website at the URL <http://shsholdings.listedcompany.com/>. Members who wish to remotely observe the EGM proceedings are reminded that the EGM is private. The invitation to attend the EGM via “live” audio-visual webcast or “live” audio-only stream is not to be forwarded to anyone who is not a Member or who is not authorised to attend the EGM.

#### **RECORDING OF THE EGM PROCEEDINGS IS STRICTLY PROHIBITED**

As the COVID-19 situation is still evolving, the Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the EGM, including implementing measures to take into account the requirements, guidelines and recommendations of regulatory bodies and government agencies from time to time. Accordingly, the Company may be required to change its EGM arrangements at short notice. Members are advised to closely monitor announcements made by the Company on the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements?value=SHS%20HOLDINGS%20LTD.&type=company> and the Company’s website at the URL <http://shsholdings.listedcompany.com/> for updates on the EGM.

The Company seeks the understanding and co-operation of all Members in enabling the Company to hold and conduct the EGM in compliance with the safe distancing measures to stem the spread of COVID-19 infections.

#### **Personal Data Privacy:**

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, Members 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, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.