

SINGAPORE PRESS HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 198402868E)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Singapore Press Holdings Limited (the “**Company**”) will be convened and held by way of electronic means on 22 March 2022 at 2.30 p.m. (Singapore time) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as an Ordinary Resolution.

*All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the Cuscaden composite document to shareholders of the Company dated 28 February 2022 (the “**Cuscaden Composite Document**”) in relation to the proposed scheme of arrangement (the “**Scheme**”) and distribution in specie, the details of which are set out in the Cuscaden Composite Document.*

ORDINARY RESOLUTION: THE DISTRIBUTION IN SPECIE

RESOLVED THAT pursuant to Article 149 of the Constitution of the Company, and subject to and contingent upon passing of the Scheme Resolution at the Scheme Meeting and upon the satisfaction (or, where applicable, waiver) of all the Scheme Conditions, other than the Scheme Condition in paragraph 5 (in relation to the lodgement of the Scheme Court Order) of Appendix 9 to the Cuscaden Composite Document:

- (i) such number of issued units in SPH REIT (“**SPH REIT Units**”) be distributed by way of a special dividend which will result in the shareholders of the Company (the “**Shareholders**” and each, a “**Shareholder**”) as at a time and date (the “**Record Date**”) to be determined by the Directors (the “**Eligible Shareholders**” and each, an “**Eligible Shareholder**”) receiving 0.782 SPH REIT Unit (the “**Relevant SPH REIT Unit**”) per ordinary share in the capital of the Company (the “**Share**”), fractional entitlements to be disregarded (the “**DIS**”). Eligible Shareholders who elect or are deemed to have elected to receive the Cuscaden All Cash Consideration will be deemed to have directed that their entitlement to the DIS be transferred to the Offeror and their Relevant SPH REIT Units will instead be transferred to the Offeror against settlement of the Cuscaden All Cash Consideration payable to such Eligible Shareholders.

The Relevant SPH REIT Units will be distributed by the Company pursuant to the DIS free of Encumbrances and together with all rights attaching thereto on and from the date the DIS is completed, on and subject to the terms of the Cuscaden Composite Document, except that for practical reasons and in order to avoid violating applicable securities laws outside Singapore, or where the Directors are of the view that such distribution pursuant to the DIS may infringe any relevant foreign law or may necessitate compliance with conditions or requirements which they, in their sole discretion, regard as onerous by reason of costs, delay or otherwise, the Company reserves the discretion not to distribute the Relevant SPH REIT Units to any Shareholder whose registered mailing address as at the Record Date (as appearing in the Register of Members of the Company or in the Depository Register maintained by The Central Depository (Pte) Limited) is outside Singapore (the “**Overseas Shareholder**”) and to deal with such Relevant SPH REIT Units in the manner set out in paragraph (ii) below;

- (ii) subject to compliance with applicable laws and regulations, the directors shall have the discretion to make arrangements for the distribution of the Relevant SPH REIT Units which would otherwise be distributed to the Overseas Shareholders pursuant to the DIS (the “**Overseas Shareholders’ Entitlement**”) to be transferred to the Offeror and in such a case, the Overseas Shareholders will be deemed to have elected the Cuscaden All Cash Consideration in respect of all their Shares;

- (iii) any resultant fractional Relevant SPH REIT Unit be aggregated and held by the Company for future disposal, and the Directors and/or any of them be and are hereby authorised to deal with such Relevant SPH REIT Units remaining with the Company after the DIS in such manner as they deem fit; and
- (iv) the Directors and/or any of them be and are hereby authorised to do all acts and things and to execute all such documents (including, but not limited to, any transfer form for and on behalf of any Shareholder who holds Shares in scrip form for the purposes of effecting the DIS) as they or he may consider necessary or expedient to give effect to the transactions contemplated and/or authorised by this Resolution.

By Order of the Board

Ginney Lim May Ling
Company Secretary

Singapore Press Holdings Limited

28 February 2022

Notes:

1. 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. This Notice of EGM will be sent to members by electronic means via publication on the Company's website at the URL https://investor.sph.com.sg/agm_egm.html, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. In addition, printed copies of this Notice of EGM will be sent by post to members.
2. **As a precautionary measure due to the COVID-19 situation in Singapore, members (including investors holding shares in the Company through Relevant Intermediaries) will not be able to attend the EGM in person.** Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of and/or live at the EGM, addressing of substantial and relevant questions prior to, and/or at, the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out below. Any reference to a time of day is made by reference to Singapore time.
3. Members, CPFIS Members and SRS Investors will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, members, CPFIS Members and SRS Investors must pre-register at the Company's pre-registration website at the URL https://investor.sph.com.sg/agm_egm.html from now till 2.45 p.m. on 19 March 2022 to enable the Company to verify their status as members, CPFIS Members or SRS Investors. For persons who hold shares through Relevant Intermediaries, other than CPFIS Members and SRS Investors, please refer to Note 11.

Following the verification, authenticated members, CPFIS Members and SRS Investors will receive an email confirming successful registration, which will contain unique user credentials as well as instructions on how to access the live audio-visual webcast and a toll-free telephone number to access the live audio-only stream of the EGM proceedings and how to ask questions through live chat function at the EGM via the audio-visual webcast platform. Members, CPFIS Members and SRS Investors who do not receive such email by 2.30 p.m. on 21 March 2022 but have registered by the deadline on 19 March 2022 should contact the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) at +65 62363550/+65 62363555 (during office hours) or via email at sg.is.sphproxy@sg.tricorglobal.com before 3.30 p.m. on 21 March 2022.

4. Members, CPFIS Members and SRS Investors may submit questions related to the DIS Resolution to be tabled for approval at the EGM to the Chairman of the EGM in advance of the EGM. In order to do so, their questions must be submitted in the following manner by 2.45 p.m. on 13 March 2022:
 - (a) (for members and CPFIS Members and SRS Investors who have pre-registered to observe and/or listen to the EGM) online via the pre-registration website at https://investor.sph.com.sg/agm_egm.html;
 - (b) by email to the Company at qna@sphl.com.sg; or
 - (c) by post to:

Singapore Press Holdings Limited
c/o Tricor Barbinder Share Registration Services
(A division of Tricor Singapore Pte. Ltd.)
80 Robinson Road
#11-02
Singapore 068898

and when submitting questions via email or by post, members must also state the following:

- (i) the full name of the member;
- (ii) the registered address of the member;
- (iii) the manner in which the member holds shares (e.g., via CDP, CPF/SRS and/or scrip); and
- (iv) the member's CDP Securities Account No. (if his or her shares are held through CDP).

Members can also ask the Chairman of the EGM substantial and relevant questions related to the DIS Resolution to be tabled for approval at the EGM, "live" at the EGM, by typing in and submitting their questions through the "live" chat function via the audio-visual webcast platform. Members and CPFIS Members and SRS Investors who wish to ask questions "live" at the EGM must pre-register at https://investor.sph.com.sg/agm_egm.html, so that an email containing instructions on how to access the "live" audio-visual webcast of the proceedings of the EGM can be sent to them following verification. Investors holding shares in the Company through Relevant Intermediaries (other than CPFIS Members and SRS Investors) who wish to submit questions to the Chairman of the EGM in advance of, or "live" at, the EGM should contact their respective depository agents as soon as possible to indicate their interest in order for the depository agents to make the necessary arrangements for them to participate in the "live" broadcast of the EGM. Members will not be able to ask questions "live" at the EGM via the audio-only feed of the EGM proceedings.

The Company will endeavour to address all substantial and relevant questions (which are related to the DIS Resolution to be tabled for approval at the EGM) validly submitted in accordance with this Note 4 prior to, or “live” at, the EGM.

5. **A member (whether individual or corporate) may appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.** A member may access the EGM Proxy Form at the Company’s website at the URL https://investor.sph.com.sg/agm_egm.html. The EGM Proxy Form will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>. In addition, printed copies of the EGM Proxy Form will be sent by post to members.

In appointing the Chairman of the EGM as his/her/its proxy, a member must give specific instructions as to voting or abstention from voting, in respect of a resolution in the instrument of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

The EGM Proxy Form is not valid for use by CPFIS Members, SRS Investors and investors holding shares in the Company through Relevant Intermediaries and shall be ineffective for all intents and purposes if used or purported to be used by them. For persons who hold shares through Relevant Intermediaries, including CPFIS Members and SRS Investors, please refer to Note 11.

6. The Chairman of the EGM, as proxy, need not be a member.
7. In the case of joint holders of a share, any one of such persons may vote by proxy, but if more than one of such persons votes by proxy, only the vote of the person whose name stands first in the Register of Members or (as the case may be) the Depository Register shall be counted.
8. The EGM Proxy Form must be submitted to the Company in the following manner:
- (a) if submitted electronically, by:
 - (i) submitting it via email to the Company’s Share Register at sg.is.sphproxy@sg.tricorglobal.com; or
 - (ii) uploading it via the Company’s website at the URL https://investor.sph.com.sg/agm_egm.html;
 - (b) if submitted by post, by lodging it with the Company’s Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road, #11-02, Singapore 068898; or
 - (c) if submitted in person, by depositing it at the “SPH AGM/EGM/Scheme dropbox” at the Company’s Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road, #11-02, Singapore 068898;

in each case, by **2.30 p.m. on 19 March 2022**, being 72 hours before the time appointed for holding the EGM.

A member who wishes to submit an EGM Proxy Form must complete and sign the EGM Proxy Form, before submitting it by post or in person to the addresses provided above, or before scanning and sending it by email to the email address provided above or uploading it onto the Company’s website at the URL provided above.

Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically.

9. In the case of a member whose shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
10. A member voting by appointing the Chairman of the EGM as proxy shall be included in the count of members present and voting at the EGM as if the member was voting in person. The votes of the Chairman of the EGM shall be counted as the votes of the number of appointing members.
11. Persons who hold shares through Relevant Intermediaries, other than CPFIS Members and SRS Investors, and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream; (b) submitting questions to the Chairman of the EGM in advance of and/or live at the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the Relevant Intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

CPFIS Members and SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF agent banks or SRS approved banks to submit their votes by **5.00 p.m. on 11 March 2022**, being 7 working days before the date of the EGM.

Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the EGM at short notice. Members should check the Company’s website at the URL https://investor.sph.com.sg/agm_egm.html or the latest updates on the status of the EGM.

12. The Cuscaden Composite Document dated 28 February 2022 will be made available on the Company's website and may be accessed at the URL https://investor.sph.com.sg/agm_egm.html. The Cuscaden Composite Document may also be viewed on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of the Cuscaden Composite Document will be made available to members upon request. Please refer to Note 13 below on how to make a request.
13. A member may request a printed copy of the Cuscaden Composite Document by submitting the request to the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), by post to 80 Robinson Road, #11-02, Singapore 068898 or via email to sg.is.sphproxy@sg.tricorglobal.com. To be valid, the request must:
 - (a) be addressed to Singapore Press Holdings Limited c/o the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.);
 - (b) state the following:
 - (i) the document requested;
 - (ii) the full name of the member;
 - (iii) the mailing address;
 - (iv) the manner in which the member holds shares in the Company (e.g., via CDP, CPF/SRS and/or scrip); and
 - (v) the member's CDP Securities Account No. (if his shares in the Company are held through CDP); and
 - (c) be received by the Company's Share Registrar no later than 15 March 2022.

Personal data privacy:

"Personal data" in this notice has the same meaning as "personal data" in the Personal Data Protection Act 2012. By submitting an instrument appointing the Chairman of the EGM to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company 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 EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or its service providers) to update its scrip holders' information (if applicable) and to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"). Personal data of the member may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

Voting rights of members:

The holders of ordinary shares shall be entitled to one vote for each share.