

IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OS 1315/2021

**IN THE MATTER OF SECTION 210
OF THE COMPANIES ACT 1967**

And

**IN THE MATTER OF
SINGAPORE PRESS HOLDINGS LIMITED
(Company Registration No. 198402868E)**

...Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act 1967

Between

Singapore Press Holdings Limited

And

Shareholders

And

Cuscaden Peak Pte. Ltd.

NOTICE OF SCHEME MEETING

NOTICE IS HEREBY GIVEN that by an Order of Court made in the above matter, the General Division of the High Court of the Republic of Singapore (the “**Court**”) has directed a meeting (the “**Scheme Meeting**”) of Shareholders (as defined in the Schedule hereto) of Singapore Press Holdings Limited (the “**Company**”) to be convened and such Scheme Meeting shall be held by way of electronic means on 22 March 2022 at 2.45 p.m. (or, in the event that the EGM concludes after 2.45 p.m., as soon thereafter following the conclusion of the EGM), for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution. All capitalised terms used in this Notice of Scheme Meeting which are not defined herein shall have the meanings ascribed to them in the Cuscaden Composite Document (as defined in the Schedule hereto).

THE SCHEME RESOLUTION

“That subject to the passing of the DIS Resolution at the EGM, the Scheme of Arrangement dated 28 February 2022 proposed to be made pursuant to Section 210 of the Companies Act 1967, between (i) the Company, (ii) the Shareholders, and (iii) Cuscaden Peak Pte. Ltd., a copy of which has been circulated with the Notice convening this Scheme Meeting, be and is hereby approved.”

Important Notice from the Company

A copy of the said Scheme and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act, are incorporated in the Cuscaden Composite Document of which this Notice of Scheme Meeting forms part.

Electronic copies of the Cuscaden Composite Document (enclosing this Notice of Scheme Meeting and the Scheme Meeting Proxy Form) are available on the website of the SGX-ST at <http://www.sgx.com/securities/company-announcements> and on the website of the Company at the URL https://investor.sph.com.sg/agm_egm.html. A Shareholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and the Company.

Shareholders (including Overseas Shareholders) may also obtain printed copies of this Cuscaden Composite Document by submitting a 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 by no later than 15 March 2022. Printed copies of this Cuscaden Composite Document will be sent to the address in Singapore specified by the Shareholder at his/her/its own risk.

The Court has, by an Order of Court, granted liberty to convene and hold the Scheme Meeting by way of electronic means.

A Shareholder (whether individual or corporate) may appoint the Chairman of the Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting if such Shareholder wishes to exercise his/her/its voting rights at the Scheme Meeting.

It is requested that the Scheme Meeting Proxy Form be lodged with the Share Registrar in the manner set out below not less than 72 hours before the time fixed for holding the Scheme Meeting.

Each Shareholder (other than a Relevant Intermediary (as defined in the Schedule hereto)) may only cast all the votes it uses at the Scheme Meeting in one way. Shareholders who are Relevant Intermediaries may vote in accordance with the instructions set out in the Scheme Meeting Proxy Form.

In the case of joint holders of a Share (as defined in the Schedule hereto), 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 (as defined in the Schedule hereto) or (as the case may be) the Depository Register (as defined in the Schedule hereto) shall be counted.

By the said Order of Court, the Court has appointed Ms Tracey Woon, or failing her, any other independent director of the Company, to act as Chairman of the Scheme Meeting and has directed the Chairman to report the results thereof to the Court.

The said Scheme will be subject to, *inter alia*, the subsequent approval of the Court.

THE SCHEDULE

Expression	Meaning
“Companies Act”	The Companies Act 1967
“Cuscaden Composite Document”	The document dated 28 February 2022 containing the said Cuscaden Scheme and any other document(s) which may be issued by or on behalf of the Company to amend, revise, supplement or update the document(s) from time to time
“Cuscaden Scheme”	The scheme of arrangement under Section 210 of the Companies Act dated 28 February 2022 as set out in Appendix 15 to the Cuscaden Composite Document (as may be amended or modified from time to time)
“Depositor”	Has the meaning ascribed to it in Section 81SF of the SFA
“Depository Register”	Has the meaning ascribed to it in Section 81SF of the SFA
“Market Day”	A day on which the Singapore Exchange Securities Trading Limited is open for the trading of securities
“Overseas Shareholders”	Shareholders whose addresses are outside Singapore, as shown on the Register of Members or, as the case may be, in the Depository Register (as defined in Section 81SF of the SFA)
“Register of Members”	The register of members of the Company
“Relevant Intermediary”	“relevant intermediary” as defined in Section 181 of the Companies Act or a “depository agent” as defined in Section 81SF of the SFA
“Securities Account”	The relevant securities account maintained by a Depositor with The Central Depository (Pte) Limited but does not include a securities sub-account
“SFA”	The Securities and Futures Act 2001

- “Shareholders”**
- (i) Persons who are registered as holders of Shares in the Register of Members (other than The Central Depository (Pte) Limited); and
 - (ii) where The Central Depository (Pte) Limited is registered in the Register of Members as the holder of Shares, Depositors (as defined in Section 81SF of the SFA) registered in the Depository Register as having Shares credited to their Securities Account,

and includes persons entitled to those Shares by transmission

“Shares” Issued and paid-up ordinary shares in the capital of the Company

Notes:

1. This Notice of Scheme Meeting 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 Scheme Meeting 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 Scheme Meeting in person.** Alternative arrangements relating to attendance at the Scheme Meeting 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 Scheme Meeting in advance of and/or live at the Scheme Meeting, addressing of substantial and relevant questions prior to, and/or at, the Scheme Meeting and voting by appointing the Chairman of the Scheme Meeting as proxy at the Scheme Meeting, 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 Scheme Meeting 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 Scheme Meeting proceedings and how to ask questions through live chat function at the Scheme Meeting 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 Scheme Resolution to be tabled for approval at the Scheme Meeting to the Chairman of the Scheme Meeting in advance of the Scheme Meeting. 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 Scheme Meeting) online via the pre-registration website at https://investor.sph.com.sg/agm_egm.html;
 - (b) by email to the Company at qna@sph.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 Scheme Meeting substantial and relevant questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting, "live" at the Scheme Meeting, 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 Scheme Meeting 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 Scheme Meeting 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 Scheme Meeting in advance of, or "live" at, the Scheme Meeting 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 Scheme Meeting. Members will not be able to ask questions "live" at the Scheme Meeting via the audio-only feed of the Scheme Meeting proceedings.

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

5. **A member (whether individual or corporate) may appoint the Chairman of the Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting if such member wishes to exercise his/her/its voting rights at the Scheme Meeting.** A member may access the Scheme Meeting Proxy Form at the Company's website at the URL https://investor.sph.com.sg/agm_egm.html. The Scheme Meeting 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 Scheme Meeting Proxy Form will be sent by post to members.

In appointing the Chairman of the Scheme Meeting 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 Scheme Meeting as proxy for that resolution will be treated as invalid.

The Scheme Meeting 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 Scheme Meeting, 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 Scheme Meeting 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 **2.45 p.m. on 19 March 2022**, being 72 hours before the time appointed for holding the Scheme Meeting.

A member who wishes to submit a Scheme Meeting Proxy Form must complete and sign the Scheme Meeting 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 Scheme Meeting, as certified by The Central Depository (Pte) Limited to the Company.
10. A member voting by appointing the Chairman of the Scheme Meeting as proxy shall be included in the count of members present and voting at the Scheme Meeting as if the member was voting in person. The votes of the Chairman of the Scheme Meeting 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 Scheme Meeting by (a) observing and/or listening to the Scheme Meeting proceedings via live audio-visual webcast or live audio-only stream; (b) submitting questions to the Chairman of the Scheme Meeting in advance of and/or live at the Scheme Meeting; and/or (c) appointing the Chairman of the Scheme Meeting as proxy to attend, speak and vote on their behalf at the Scheme Meeting, 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 Scheme Meeting.

CPFIS Members and SRS Investors who wish to appoint the Chairman of the Scheme Meeting 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 Scheme Meeting.

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

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>.

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 Scheme Meeting to attend, speak and vote at the Scheme Meeting 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 Scheme Meeting as proxy for the Scheme Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Scheme Meeting (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.

Dated this 28th day of February 2022

Allen & Gledhill LLP
One Marina Boulevard #28-00
Singapore 018989

Solicitors for
Singapore Press Holdings Limited