

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.

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SINGAPORE PRESS HOLDINGS LIMITED

Company Registration No. 198402868E
(Incorporated in the Republic of Singapore)

IMPORTANT

1. The Scheme Meeting is being convened, and will be held, by way of electronic means. The Scheme Meeting to be held on 22 March 2022 will start 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). This Scheme Meeting Proxy Form will be sent to Shareholders 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 Scheme Meeting Proxy Form will be sent by post to Shareholders.
2. 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 at the Scheme Meeting and voting by appointing the Chairman of the Scheme Meeting as proxy at the Scheme Meeting, are set out in the Notice of Scheme Meeting.
3. **As a precautionary measure due to the COVID-19 situation in Singapore, Shareholders and persons who hold Shares through Relevant Intermediaries (as defined in the Cuscaden Composite Document) will not be able to attend the Scheme Meeting in person. 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.**
4. This Scheme Meeting Proxy Form is not valid for use by persons who hold Shares through Relevant Intermediaries and shall be ineffective for all intents and purposes if used or purported to be used by them. 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.
5. By submitting an instrument of proxy appointing the Chairman of the Scheme Meeting as proxy, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting.
6. All capitalised terms used in this Scheme Meeting Proxy Form which are not otherwise defined herein shall bear the same meanings ascribed to them in the Cuscaden Composite Document to shareholders of the Company dated 28 February 2022.
7. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Scheme Meeting as a Shareholder's proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting.**

I/We, _____ (Name) _____ (NRIC/Passport/UEN No.)

of _____ (Address)
being a member/members of SINGAPORE PRESS HOLDINGS LIMITED (the "**Company**"), hereby appoint the Chairman of the Scheme Meeting as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Scheme Meeting to be convened and held by way of electronic means on 22 March 2022 at 2.45 p.m. (Singapore time) (or, in the event that the EGM concludes after 2.45 p.m., as soon thereafter following the conclusion of the EGM) and at any adjournment thereof.

I/We direct the Chairman of the Scheme Meeting as my/our proxy to vote for or against, or to abstain from voting on, the Resolution to be proposed at the Scheme Meeting as indicated hereunder:

	For	Against	Abstain
RESOLUTION: TO APPROVE THE SCHEME OF ARRANGEMENT			

Voting will be conducted by poll.

A Shareholder who is not a Relevant Intermediary

If you are a Shareholder (other than a Relevant Intermediary), you may only cast all the votes you use at the Scheme Meeting in one way:

- (i) if you wish to appoint the Chairman of the Scheme Meeting as your proxy to cast all your votes "**For**" or "**Against**" the resolution, please indicate with a tick "✓" in the "**For**" or "**Against**" box provided in respect of the resolution; or
- (ii) if you wish to appoint the Chairman of the Scheme Meeting to abstain from voting on the resolution, please indicate with a tick "✓" in the "**Abstain**" box provided in respect of the resolution.

DO NOT TICK MORE THAN ONE BOX.

A Shareholder who is a Relevant Intermediary

If you are a Relevant Intermediary, please indicate (i) the number of votes "**For**" or "**Against**" in the "**For**" or "**Against**" box provided in respect of the resolution and (ii) the number of Shares the Chairman of the Scheme Meeting as your proxy is directed to abstain from voting in the "**Abstain**" box provided in respect of the resolution.

In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Scheme Meeting as your proxy for the resolution will be treated as invalid.

Total Number of Ordinary Shares Held

Signature or Common Seal of Member(s)

Date



IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. **As a precautionary measure due to the COVID-19 situation in Singapore, Shareholders and persons who hold Shares through Relevant Intermediaries will not be able to attend the Scheme Meeting in person.** 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. This Scheme Meeting Proxy Form may be accessed at his/her/its 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>. Where a Shareholder appoints the Chairman of the Scheme Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting or abstention from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Scheme Meeting as proxy for that resolution will be treated as invalid.
2. This Scheme Meeting Proxy Form is not valid for use by persons who hold Shares through Relevant Intermediaries and shall be ineffective for all intents and purposes if used or purported to be used by them. CPFIS Members or 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. Persons who hold Shares through Relevant Intermediaries, other than CPFIS Members and SRS Investors, who wish to appoint the Chairman of the Scheme Meeting as proxy should contact the Relevant Intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made.
3. The Chairman of the Scheme Meeting, as proxy, need not be a member.
4. If a Shareholder has Shares entered against his/her/its name in the Depository Register, he/she/it should insert that number of Shares. If the Shareholder has Shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of Shares. If the Shareholder has Shares entered against his/her/its name in the Depository Register and Shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of Shares. If no number is inserted, this Scheme Meeting Proxy Form appointing the Chairman of the Scheme Meeting as proxy will be deemed to relate to all the Shares held by the Shareholder.
5. The instrument appointing the Chairman of the Scheme Meeting as proxy 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 Registrar 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.
6. A Shareholder 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.
7. The instrument appointing the Chairman of the Scheme Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Scheme Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

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8. Where an instrument appointing the Chairman of the Scheme Meeting as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing the Chairman of the Scheme Meeting as proxy is submitted by post or in person, be lodged with the instrument appointing a proxy or, if the instrument appointing the Chairman of the Scheme Meeting as proxy is submitted electronically, be emailed or uploaded (as the case may be) with the instrument appointing a proxy, failing which the instrument may be treated as invalid.
9. Any reference to a time of day is made by reference to Singapore time.
10. The Company shall be entitled to reject the instrument appointing the Chairman of the Scheme Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Scheme Meeting as proxy (including any related attachment). In addition, in the case of Shareholders whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the Scheme Meeting as proxy lodged or submitted if such Shareholders are not shown to have Shares entered against their names 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.
11. Pursuant to the order of the Court, a Shareholder who is a Relevant Intermediary need not cast all the votes it uses in the same way provided that each vote is exercised in relation to a different Share. For the purposes of satisfying the condition under section 210(3AB)(a) of the Companies Act, the Company shall treat a Relevant Intermediary that casts votes both for and against the Scheme as follows:
 - (a) the Company shall treat the Relevant Intermediary as casting one (1) vote in favour of the Scheme if the Relevant Intermediary casts more votes for the Scheme than against the Scheme;
 - (b) the Company shall treat the Relevant Intermediary as casting one (1) vote against the Scheme if the Relevant Intermediary casts more votes against the Scheme than for the Scheme; and
 - (c) the Company shall treat the Relevant Intermediary as casting one (1) vote for and one (1) vote against the Scheme if the Relevant Intermediary casts equal votes for and against the Scheme.
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.

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Postage will be paid by addressee. For posting in Singapore only.

**BUSINESS REPLY SERVICE
PERMIT No. 07859**



**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**

Glue all sides firmly

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