

ASIAN PAY TELEVISION TRUST

(Registration No.: 2013005)

(A business trust registered under the Business Trusts Act)

MINUTES OF NINTH ANNUAL GENERAL MEETING

CONVENED AND HELD BY WAY OF ELECTRONIC MEANS VIA "LIVE" AUDIO-VISUAL WEBCAST AND "LIVE" AUDIO-ONLY STREAM ON THURSDAY, 28 APRIL 2022 AT 10.00 A.M.

PRESENT

: **Directors**
(Present in person)

Yong Lum Sung (Chair and Independent Director)
Brian McKinley (Chief Executive Officer and Executive Director)
Richard Tan (Independent Director)
Leong Shin Loong (Independent Director)
Joanna Ong (Independent Director)

(Present via videoconference)

Lu Fang-Ming (Vice-Chair and Non-Executive Director)
Dai Yung Hwei (Non-Executive Director)

Unitholders
(Present remotely)

- via "live" audio-visual webcast or "live" audio only stream, as set out in the attendance record maintained by the Trustee-Manager

BY INVITATION

: (Present in person)

Somnath Adak (Chief Financial Officer)
Joanne Lim, Audit Partner from Deloitte & Touche LLP

(Present remotely)

Invitees as set out in the attendance record maintained by the Trustee-Manager

IN ATTENDANCE

: Wong Yoen Har (Company Secretary) (via audio-visual webcast)

CHAIR

The ninth Annual General Meeting ("AGM" or the "Meeting") of Asian Pay Television Trust ("APTT" or the "Trust") was convened and held by way of electronic means through "live" audio-visual webcast and "live" audio-only stream pursuant to and in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended and/or modified, the "Temporary Measures Order").

The Meeting was chaired by Mr Yong Lum Sung.

QUORUM

There being a quorum, the Chair called the Meeting to order and declared the Meeting open at 10.00 a.m. and welcomed Unitholders of APTT and other invitees to the Meeting.

NOTICE

As the notice convening the Meeting was in Unitholders' hands for the statutory period, the notice convening the Meeting was taken as read.

INTRODUCTION AND PRESENTATION

The Chair introduced the Directors of APTT Management Pte. Limited (the "Trustee-Manager"), the Chief Financial Officer of the Trustee-Manager and the Audit Partner of APTT's Auditors, Deloitte & Touche LLP.

The Chair requested Mr Brian McKinley, Executive Director and Chief Executive Officer ("CEO") of the Trustee-Manager, to deliver the AGM presentation and provide an update on APTT. The AGM presentation that was presented in the Meeting was published on the SGX-ST and APTT websites prior to the AGM.

Unitholders were able to submit their questions in advance of the Meeting and also during the Meeting via an online chat box. Responses to all substantial and relevant questions received from Unitholders in advance of the Meeting were published on the SGX-ST's and APTT's websites prior to the Meeting. The CEO further responded to the substantial and relevant questions received from the Unitholders via the online chat box during the Meeting. The questions and responses via the online chat box during the Meeting are appended in Appendix A.

The Chair informed the Meeting that all Resolutions tabled at the Meeting were voted by proxy appointing the Chair of the Meeting as proxy. The proxy forms were submitted at least 48 hours before the Meeting by either post or email and in his capacity as the Chair of the Meeting, he would vote in accordance with Unitholders' instructions.

Reliance 3P Advisory Pte Ltd and Boardroom Corporate & Advisory Services Pte. Ltd. were appointed as independent Scrutineer and Polling Agent respectively. The validity of the proxies submitted by Unitholders by the submission deadline of 10.00 a.m. on 26 April 2022 were reviewed and the votes of all such valid proxies were counted and verified.

The Chair proceeded with the ordinary and special businesses of the Meeting.

1. ORDINARY BUSINESS: TO RECEIVE AND ADOPT THE REPORT OF THE TRUSTEE-MANAGER, STATEMENT BY THE TRUSTEE-MANAGER AND THE AUDITED FINANCIAL STATEMENTS OF APTT GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 AND THE AUDITOR'S REPORT THEREON – ORDINARY RESOLUTION 1

The Meeting proceeded to receive and adopt the Report of the Trustee-Manager, Statement by the Trustee-Manager and the Audited Financial Statements of APTT Group for the financial year ended 31 December 2021 and the Auditor's Report thereon.

The Chair proposed the motion as follows:

"That the Report of the Trustee-Manager, Statement by the Trustee-Manager and the Audited Financial Statements of APTT Group for the financial year ended 31 December 2021 and the Auditor's Report thereon be received and adopted."

The votes of Unitholders who had cast their votes by proxy appointing the Chair of the Meeting were counted and verified prior to the Meeting and based on the proxy votes received, the poll results of Ordinary Resolution 1 were as follows:

ASIAN PAY TELEVISION TRUST*Minutes of Ninth Annual General Meeting held on 28 April 2022*

	Number of votes	%
Number of votes "For"	478,336,268	99.87
Number of votes "Against"	631,958	0.13
Total number of valid votes cast	<u>478,968,226</u>	<u>100.00</u>

The Chair declared the motion carried.

It was **RESOLVED**:

That the Report of the Trustee-Manager, Statement by the Trustee-Manager and the Audited Financial Statements of APTT Group for the financial year ended 31 December 2021 and the Auditor's Report thereon be received and adopted.

2. ORDINARY BUSINESS:**TO REAPPOINT DELOITTE & TOUCHE LLP AS THE AUDITOR OF APTT TO HOLD OFFICE UNTIL THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS OF THE TRUSTEE-MANAGER TO FIX ITS REMUNERATION – ORDINARY RESOLUTION 2**

The Meeting was informed that the next item on the Agenda was to reappoint Deloitte & Touche LLP as the Auditor of APTT to hold office until the next Annual General Meeting and to authorise the Directors of the Trustee-Manager to fix its remuneration. Deloitte & Touche LLP had expressed its willingness to accept reappointment.

The Chair proposed the motion as follows:

"That Deloitte & Touche LLP be reappointed as the Auditor of APTT to hold office until the next Annual General Meeting and the Directors of the Trustee-Manager be authorised to fix its remuneration."

The votes of Unitholders who had cast their votes by proxy appointing the Chair of the Meeting were counted and verified prior to the Meeting and based on the proxy votes received, the poll results of Ordinary Resolution 2 were as follows:

	Number of votes	%
Number of votes "For"	474,170,061	99.06
Number of votes "Against"	4,523,432	0.94
Total number of valid votes cast	<u>478,693,493</u>	<u>100.00</u>

The Chair declared the motion carried.

It was **RESOLVED**:

That Deloitte & Touche LLP be reappointed as the Auditor of APTT to hold office until the next Annual General Meeting and the Directors of the Trustee-Manager be authorised to fix its remuneration.

3. SPECIAL BUSINESS:**GENERAL MANDATE TO ISSUE UNITS IN APTT ("UNITS") – ORDINARY RESOLUTION 3**

The Meeting was informed that the next item on the Agenda was to grant authority to the Trustee-Manager to issue new units in APTT not exceeding the limit as mentioned in the text of the resolution at any time and upon such terms and conditions and for such purposes and to

ASIAN PAY TELEVISION TRUST

Minutes of Ninth Annual General Meeting held on 28 April 2022

such persons as the Trustee-Manager shall deem fit.

The Chair proposed the motion as follows:

“That the general mandate to issue units in APTT, the text of which was contained in the Notice of Meeting, be adopted.”

The votes of Unitholders who had cast their votes by proxy appointing the Chair of the Meeting were counted and verified prior to the Meeting and based on the proxy votes received, the poll results of Ordinary Resolution 3 were as follows:

	Number of votes	%
Number of votes “For”	468,347,522	97.79
Number of votes “Against”	10,593,704	2.21
Total number of valid votes cast	478,941,226	100.00

The Chair declared the motion carried.

It was **RESOLVED**:

That pursuant to Clause 6.1 of the deed of trust dated 30 April 2013 constituting APTT (the “Trust Deed”), Section 36 of the Business Trusts Act 2004 of Singapore (the “BTA”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), authority be and is hereby given to the Trustee-Manager to:

- (i) (a) issue Units, whether by way of rights, bonus or otherwise; and/or
- (b) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the Trustee-Manager may in its absolute discretion deem fit; and

- (ii) issue Units pursuant to any Instrument made or granted by the Trustee-Manager while this Resolution is in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (A) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued pursuant to Instruments made or granted pursuant to this Resolution) must not exceed 50.0% of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Units to be issued other than on a pro-rata basis to unitholders must not exceed 20.0% of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (B) below);

- (B) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (A) above, the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) will be based on the number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:

- (I) new Units arising from the conversion or exercise of the Instruments which are issued

and outstanding or subsisting at the time this Resolution is passed; and

- (II) any subsequent bonus issue, consolidation or subdivision of Units;
- (C) in exercising the authority conferred by this Resolution, the Trustee-Manager must comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Trust Deed for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore) and the BTA;
- (D) (unless revoked or varied by the unitholders in a general meeting) the authority conferred by this Resolution will continue in force until (i) the conclusion of the next Annual General Meeting of APTT or (ii) the date by which the next Annual General Meeting of APTT is required by law to be held, whichever is earlier;
- (E) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted, in the event of rights, bonus or other capitalisation issues or any other events, the Trustee-Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (F) the Trustee-Manager be and is hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager may consider expedient or necessary or in the interest of APTT to give effect to the authority conferred by this Resolution.

**4. SPECIAL BUSINESS:
PROPOSED AMENDMENT AND RESTATEMENT OF APTT'S TRUST DEED TO PROVIDE
FOR THE PROPOSED TRUST DEED AMENDMENTS – EXTRAORDINARY RESOLUTION 4**

The Meeting was informed that the last item on the Agenda was to approve the proposed amendment and restatement of APTT's Trust Deed to provide for the proposed Trust Deed amendments.

The Chair proposed the motion as follows:

"That the amendment and restatement of APTT's Trust Deed be approved."

The votes of Unitholders who had cast their votes by proxy appointing the Chair of the Meeting were counted and verified prior to the Meeting and based on the proxy votes received, the poll results of Extraordinary Resolution 4 were as follows:

	Number of votes	%
Number of votes "For"	476,608,462	99.58
Number of votes "Against"	1,995,764	0.42
Total number of valid votes cast	<u>478,604,226</u>	<u>100.00</u>

The Chair declared the motion carried.

It was **RESOLVED**:

That:

ASIAN PAY TELEVISION TRUST

Minutes of Ninth Annual General Meeting held on 28 April 2022

- (i) approval be and is hereby given to amend and restate the Trust Deed in the manner set out in paragraph 2.2 of the appendix to the Notice of Annual General Meeting (the "Appendix") dated 1 April 2022 (the "Proposed Trust Deed Amendments"); and
- (ii) the Trustee-Manager be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager may consider expedient or necessary or in the interest of APTT to give effect to the Proposed Trust Deed Amendments.

CONCLUSION

There being no other business to transact, the Chair declared the Meeting of the Trust closed at 10.55 a.m. and thanked everyone for their attendance.

Confirmed As True Record Of Proceedings Held



**Yong Lum Sung
Chair**

**Questions received from online chat box and Responses provided at
APTT's Ninth Annual General Meeting held on 28 April 2022**

No.	Questions	Answers
1.	<p>APTT has a Price/NAV of only 0.20. The market seems to be undervaluing APTT by a huge margin. What does the Management intend to do to enhance value for Unitholders? Has any party expressed an interest to takeover APTT?</p>	<p>Mr Brian McKinley, the Chief Executive Officer ("CEO"), responded that the management did not receive any interest from any party to take over APTT. Should there be any, announcement on potential takeover of APTT would have been made via SGXNet.</p> <p>On the Price/NAV, there are many external factors that influence the unit price of APTT. What we can do is to manage the business for the benefit of unitholders for the long-term and we are doing that very clearly in executing our strategy by leveraging our large cable TV subscribers base, cross selling premium digital cable TV and fixed line broadband and taking new business initiative which includes data backhaul to the wireless operators. We have recorded double digit growth in revenue in broadband and hoped to continue that going forward.</p>
2.	<p>APTT has been managing dividend distribution tightly for the past few years in order to pare down debt. According to the AR, APTT has a gearing of 50.1% as at 31 Dec 2021.</p> <p>What is the Management's targeted gearing ratio for APTT?</p> <p>How many more years of 'restricted' dividend distribution is needed in order to achieve this "targeted gearing ratio"?</p>	<p>CEO responded that these are the onshore and offshore debts for settlement. We would target eliminating offshore debts and eventually bring all debts back onshore for lower interest rates. Debts repayment is certainly a long-term proposition.</p> <p>We have reaffirmed the guidance of 1 cent/unit to be paid in quarterly instalment of 0.25 cent/unit. We will continue to stay focus on debt management program in year 2022 and to repay about S\$60 million for onshore and offshore facilities to which offshore facilities would mature by July 2023. We hope to extend the maturity date of the offshore facilities to July 2025 by end of this year so that both onshore and offshore facilities would have the same maturity year. If we could also push back offshore facilities maturity date to year 2025, we would not have to revisit debt repayment for now until year 2025.</p> <p>As to whether we could offer better distribution in year 2023 onwards, we will continue to bring down gearing and will consider better distribution rates subject to operating conditions and whether we could push back the maturity date for offshore facilities by end of this year.</p>

3.	Why did you obtain offshore loan financing in the first place if they are generally more expensive than onshore financing?	The CEO responded that the purpose was to diversifying loan sources and keeping the overall costs of borrowings as low as possible. Interest rates for onshore facilities was very low with less than 2%. It was prudent to bring some debt offshore so that we can maximise the lowest price of onshore debts while paying slightly more for offshore facilities. Once we are able to bring slightly down our debts, we hope to bring all debts back onshore. The current debt has grown to be a little bit too large to qualify for all of it to secure onshore facilities at the attractive rates that we are currently getting.
4.	Capital expenditure has reduced for now as you have incurred it in prior years. However, there will likely be further incremental capital expenditure in the future as technologies evolve. With continuing pressure in ARPU and with 50% gearing, how will the capital expenditure be funded?	<p>The CEO responded that ever since the fourth quarter of 2018, we have been funding our capital expenditure entirely from cash flow from operation. In the past, we used borrowings to fund some of our capital expenditures with the intention for continuing growth. However, market has changed over the last few years to which we have not been seen growth but debt level increasing year-to-year.</p> <p>We then took the decision that we need to fund our capital expenditure by operating cash flows. That is our plan going forward and we will continue utilising operating cash flows to fund capital expenditure and investing within industry norms. With great technologies change, we have been increasing our largest cost on the volume of fiber optic cable that we have planted in our network. We spent a lot over the past few years, but we are now at a comfortable and satisfying level. Our approach is to service the demand from higher speed plan and support mobile operators to build up their 5G networks.</p>
5.	Can update the latest covid-19 situation in Taiwan and if any of the operations are being affected?	The CEO responded that the COVID-19 situation in Taiwan does not really impact the operations. Given that the subscription base nature of our business, people staying at home and having staggered teams going into offices with minor impact to the administrative costs. The biggest impact we would say is travel restrictions between Singapore and Taiwan. Our Taiwan based Directors could not join us today and as much as the Singapore based Directors and management would want to visit Taiwan. There is no significant impact from operational perspective.
6.	The bulk of APTT's asset comprises Intangible Assets. What is APTT's amortisation policy with regard to these Intangible Assets? Are the TV Licenses transferrable?	The CEO responded that the largest value of those intangible asset is cable TV licenses. We do not amortise cable TV licenses as we deem these licenses have indefinite useful life even though they are due for renewal every 9 years. Likelihood of licenses renewal is high and more on administrative process only.

		<p>We will perform impairment analysis annually by calculate the cash flow value, discounted cash flow as compared to the book value of the asset to measure any impairment is required.</p> <p>Cable TV licenses are not transferrable, but we could sell the business, which is subject to approval by the regulators, NCC. There is no intention to sell the business or any of the licenses now. Theoretically, it is possible to happen and if there are such intention to buy the licenses versus interested party buying units of APTT, we will make such disclosure via SGXNet. Again, there is no interest to privatise or sell licenses at this point in time.</p>
--	--	--