



**PENGUIN INTERNATIONAL LIMITED**  
(Company Registration Number: 197600165Z)

**INSTRUCTIONS TO SHAREHOLDERS FOR 2020 ANNUAL GENERAL MEETING**

Singapore, 11 May 2020

1. **Background.** Penguin International Limited (“Penguin” or the “Company”) refers to:
  - (a) its announcement of 6 April 2020 on the extension of time granted by SGX RegCo and ACRA to the Company to hold the Company’s Annual General Meeting (“AGM”) by 29 June 2020 at the latest.
  - (b) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means; and
  - (c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “Order”) which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies.
2. **Date, time and conduct of AGM.** Penguin is pleased to announce that pursuant to the Order, its AGM will be convened and held by way of electronic means, on Friday, 29 May 2020 at 10.00 a.m. (Singapore time)

Our Executive Chairman, Mr Jeffrey Hing Yih Peir, and our Managing Director, Mr James Tham Tuck Choong, will conduct the proceedings of the AGM and address substantial and relevant questions which shareholders have submitted in advance.
3. **Notice of AGM and proxy form.** The Notice of AGM and proxy form will be sent to shareholders solely by electronic means via publication on our corporate website and on the SGX website<sup>1</sup>. There will not be printed copies of these documents sent to shareholders.
4. **No personal attendance at AGM.** Due to the current COVID-19 restriction orders in Singapore, shareholders will not be able to attend the AGM in person.
5. **Alternative arrangements for participation at the AGM.** Shareholders may participate at the AGM by:
  - (a) observing and / or listening to the AGM proceedings via live webcast;
  - (b) submitting questions in advance of the AGM; and
  - (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out in the Appendix to this announcement.
6. **Persons who hold shares through relevant intermediaries.** Persons who hold Penguin shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50), including CPF and SRS investors, and who wish to participate in the AGM by:
  - (a) observing and / or listening to the AGM proceedings via live webcast;
  - (b) submitting questions in advance of the AGM; and / or
  - (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM,should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.
7. **Annual Report 2019 and Letter to Shareholders.** The Annual Report 2019 and the Letter to Shareholders dated 11 May 2020 (in relation to the proposed renewal of mandate for interested person transactions and share buy-back mandate) have been published on our corporate website, and may be accessed at <http://www.penguin.com.sg/about-us/investor-relations/> as follows:
  - (a) the Annual Report 2019 may be accessed by clicking on the hyperlink for “Annual Report”; and
  - (b) the Letter to Shareholders dated 11 May 2020 may be accessed by clicking on the hyperlink for “Letter to Shareholders”.

<sup>1</sup> The Notice of AGM and proxy form may be accessed on our corporate website at <http://www.penguin.com.sg/about-us/investor-relations/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

8. **Record and payment dates for final dividend.** The Share Transfer Books and Register of Members of the Company will be closed on 11 June 2020 at 5.00 p.m. for the purpose of determining members' entitlement to the proposed dividend. Duly completed transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to 5.00 p.m. on 11 June 2020 (the "**Record Date**") will be registered to determine members' entitlement to the proposed dividend. Subject as aforesaid, members whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares of the Company as at 5.00 p.m. on the Record Date will be entitled to the proposed dividend. The proposed dividend, if approved at the AGM, will be paid on 25 June 2020.

9. **Key dates / deadlines.** In summary, the key dates/deadlines which shareholders should take note of are set out in the table below:

Key dates	Actions
11 May 2020 (Monday)	Shareholders may begin to pre-register at <a href="http://sg.conveneagm.com/penguin2020">sg.conveneagm.com/penguin2020</a> for live webcast of the AGM proceedings as well as submit questions in advance.
5.00 p.m. on 18 May 2020 (Monday)	Deadline for CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
10.00 a.m. on 26 May 2020 (Tuesday)	Deadline for shareholders to: <ul style="list-style-type: none"> <li>• pre-register for the live webcast of the AGM proceedings;</li> <li>• submit questions in advance; and</li> <li>• submit proxy forms</li> </ul>
10.00 a.m. on 28 May 2020 (Thursday)	Authenticated shareholders will receive an email verifying that they are a valid shareholders and can login via <a href="http://sg.conveneagm.com/penguin2020">sg.conveneagm.com/penguin2020</a> using the pre-registered account email and password to access the live webcast of the AGM proceedings on the same day of the AGM (the "Confirmation Email").  Shareholders who do not receive the Confirmation Email by 10.00 a.m. on 28 May 2020, but have registered by the 26 May 2020 deadline should contact <a href="mailto:support@conveneagm.com">support@conveneagm.com</a>
Date and time of AGM - 10.00 a.m. on 29 May 2020 (Friday)	Follow the instructions in the Confirmation Email to access the live webcast of the AGM proceedings.
5.00 p.m. on 11 June 2020 (Thursday)	Record date for determining entitlement to final dividend, subject to shareholders' approval at the AGM.
25 June 2020 (Thursday)	Payment date for final dividend, subject to shareholders' approval at the AGM.

10. **Important reminder. Due to the constantly evolving COVID-19 situation in Singapore, we may be required to change our arrangements for the AGM at short notice. Shareholders should check at <http://www.penguin.com.sg/about-us/investor-relations/> for the latest updates on the status of the AGM.**

The Company would like to thank all shareholders for their patience and co-operation in enabling us to hold our AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

By Order Of The Board

Heng Michelle Fiona/Lo Swee Oi  
Company Secretaries  
11 May 2020

## APPENDIX

### Steps for pre-registration, pre-submission of questions and voting at the AGM

Shareholders will be able to observe and / or listen to the AGM proceedings through a live webcast via their mobile phones, tablets or computers, submit questions in advance of the AGM and vote by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

To do so, they will need to complete the following steps:

No.	Steps	Details
1.	<b>Pre-registration</b>	<p><b>Shareholders must pre-register at the pre-registration website at <a href="http://sg.conveneagm.com/penguin2020">sg.conveneagm.com/penguin2020</a> from 11 May 2020 till 10.00 a.m. on 26 May 2020 to enable the Company to verify their status as shareholders.</b></p> <p>Following the verification, authenticated shareholders will receive an email by 10.00 a.m. on 28 May 2020. The email will contain user ID and password details as well as the links to access the live webcast of the AGM proceedings.</p> <p>Shareholders who do not receive an email by 10.00 a.m. on 28 May 2020, but have registered by the 26 May 2020 deadline should contact <a href="mailto:support@conveneagm.com">support@conveneagm.com</a>.</p>
2.	<b>Submit questions in advance</b>	<p><b>Shareholders will not be able to ask questions at the AGM live during the webcast or audio-stream, and therefore it is important for shareholders to pre-register and submit their questions in advance of the AGM.</b></p> <p><b>Submission of questions.</b> Shareholders can submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner:</p> <p>(a) <b>Via pre-registration website.</b> Shareholders who pre-register to observe and/or listen to the AGM proceedings may submit their questions via the pre-registration website <a href="http://sg.conveneagm.com/penguin2020">sg.conveneagm.com/penguin2020</a>. Pre-registration commences from 11 May 2020.</p> <p>(b) <b>Via the Company's website.</b> Shareholders may submit their questions to <a href="mailto:penguinagm2020@penguin.com.sg">penguinagm2020@penguin.com.sg</a>. When sending in your questions to the Company's email, please also provide us with the following details:</p> <ul style="list-style-type: none"> <li>• your full name;</li> <li>• your address; and</li> <li>• the manner in which you hold shares in Penguin (e.g., via CDP, CPF or SRS).</li> </ul> <p>(c) <b>By post.</b> Shareholders may also submit their questions by post to the Company's Share Registrar, Boardroom Corporate &amp; Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623. When sending in your questions by post, please also provide us with the following details:</p> <ul style="list-style-type: none"> <li>• your full name;</li> <li>• your address; and</li> <li>• the manner in which you hold shares in Penguin (e.g., via CDP, CPF or SRS).</li> </ul> <p><b>Deadline to submit questions.</b> All questions must be submitted by <b>10.00 a.m. on 26 May 2020</b>.</p> <p><b>Addressing questions.</b> We will endeavour to address substantial and relevant questions received from shareholders during the AGM through live webcast. If we are unable to address all substantial and relevant questions at the AGM, we may choose to publish our responses to questions on our corporate website and on SGXNet prior to the AGM.</p> <p><b>Minutes of AGM.</b> We will publish the minutes of the AGM on our corporate website and on SGXNet, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the AGM.</p>

3.	<p><b>Submit proxy forms to vote</b></p>	<p><b>Appointment of Chairman of the Meeting as proxy.</b> Shareholders (whether individual or corporate) who pre-register to observe and / or listen to the AGM proceedings and wish to vote on the resolutions to be tabled at the AGM must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the AGM, in accordance with the instructions on the proxy form.</p> <p><b>Specific voting instructions to be given.</b> Where shareholders (whether individual or corporate) appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.</p> <p><b>Submission of proxy forms.</b> Proxy forms must be submitted in the following manner:</p> <p>(a) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate &amp; Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or</p> <p>(b) if submitted electronically, be submitted via email to the Company at <a href="mailto:penguinagm2020@penguin.com.sg">penguinagm2020@penguin.com.sg</a>,</p> <p>in either case, by 10.00 a.m. on 26 May 2020.</p> <p>A shareholder who wishes to submit a 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.</p> <p><b>In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.</b></p> <p>CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by <b>5.00 p.m. on 18 May 2020.</b></p>
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