



ALTERNATIVE ARRANGEMENTS FOR ANNUAL GENERAL MEETING TO BE HELD ON 12 JUNE 2020 AT 10.00 AM

1. BACKGROUND

- (a) 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 companies in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, teleconferencing or other electronic means.
- (b) On 14 April 2020, the Board of Directors (“Board”) of ABR Holdings Limited (“Company”) announced the deferment of the Company’s annual general meeting (“AGM”).
- (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. On the same day, the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation have prepared a checklist to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

2. ALTERNATIVE ARRANGEMENTS FOR THE COMPANY’S AGM

The Board wishes to announce that pursuant to the Order, the Company will convene the AGM by way of electronic means on 12 June 2020 at 10.00 am to transact the business set out in the attached Notice of AGM.

Our Executive Chairman, Mr Chua Tiang Choon, Keith, and our Managing Director, Mr Ang Yee Lim, will conduct the proceedings of the AGM and address substantial and relevant questions (as may be determined by the Company in its sole discretion) which shareholders have submitted in advance.

SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE AGM IN PERSON.

SHAREHOLDERS ARE ONLY ABLE TO REMOTELY OBSERVE THE AGM PROCEEDINGS THROUGH EITHER LIVE AUDIO-VISUAL WEBCAST OR LIVE AUDIO-ONLY FEED.

SHAREHOLDERS WHO WISH TO OBSERVE THE AGM PROCEEDINGS AFOREMENTIONED 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.

3. COMPULSORY PRE-REGISTRATION FOR LIVE AUDIO-VISUAL WEBCAST OR LIVE AUDIO-ONLY FEED

Shareholders who wish to observe the AGM are required to pre-register at <http://www.abr.com.sg/agm2020> by 10.00 am on 9 June 2020 to enable the Company to verify their status as shareholders. Following the verification, authenticated shareholders will receive an email by 5.00 pm on 10 June 2020.

The email will contain the user ID and password, as well as the details to access the live audio-video webcast or live audio-only feed of the AGM proceedings.

Shareholders who have registered by 10.00 am on 9 June 2020 but have not received the email by 5.00 pm on 10 June 2020, should contact the Company by phone at 67862866 or by email to agm2020@abr.com.sg

- (a) **For Corporations:** Corporations must authorise its corporate representative by way of certificate of appointment of corporate representative. The authorised corporate representative who wish to observe the AGM are required to pre-register at <http://www.abr.com.sg/agm2020>
- (b) **For Investors (including CPFIS Members and SRS Investors) who hold Shares through Relevant Intermediaries:** Investors who hold their shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (“Relevant Intermediaries”) (including CPFIS Members and SRS investors) and who wish to observe the AGM should approach their respective Relevant Intermediaries (including their respective CPF Agent Banks or SRS Approved Banks) to indicate their intention to observe the AGM as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

For Relevant Intermediaries: Relevant Intermediaries shall provide to the Company a list of attendees (“Attendees”), together with the following information:

1. Name of Attendee;
2. NRIC number / Passport number / Company registration number;
3. Email address; and
4. The interests held in the Company by each Attendee.

Relevant Intermediaries shall also inform all Attendees to pre-register at <http://www.abr.com.sg/agm2020>

4. SUBMISSION OF QUESTIONS FOR THE BOARD AND/OR MANAGEMENT

- (a) Shareholders may submit question(s) related to the resolutions to be tabled for approval at the AGM during the pre-registration process aforesaid. All question(s) pertaining to the AGM must be submitted by 10.00 am on 9 June 2020. We will endeavour to address all substantial and relevant questions during the AGM proceedings.

In addition, shareholders may also submit their question(s) either via email to agm2020@abr.com.sg or, delivered by post to the Registered Office of the Company at 41 Tampines Street 92, ABR Building, Singapore 528881, by 10.00 am on 9 June 2020. If by post, shareholders are encouraged to post out earlier amid possible delay in mail processing.

- (b) To avoid any technical disruptions, shareholders will not be able to ask questions at the AGM “live” during the webcast and audio feed and therefore shareholders should pre-register their participation in order to submit their questions in advance of the AGM.

5. PROXY VOTING

FOR SHAREHOLDERS WHO WISH TO VOTE, THEY WILL HAVE TO SUBMIT THEIR PROXY FORMS BY 10.00 AM ON 10 JUNE 2020 AND APPOINT THE “CHAIRMAN OF THE MEETING” AS THEIR PROXY.

Where a shareholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The proxy form must be submitted in the following manner:

- (a) if submitted by post, use the self-addressed envelope and be delivered to the Registered Office of the Company at 41 Tampines Street 92, ABR Building Singapore 528881; or
- (b) if submitted electronically, email to agm2020@abr.com.sg

in either case, by 10.00 am on 10 June 2020.

Shareholders who hold their shares through relevant intermediaries (including CPFIS Members and SRS investors) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Approved Banks) to submit their voting instructions at least 7 working days before the AGM in order to allow sufficient time for their respective relevant intermediaries to, in turn, submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by 10.00 am on 10 June 2020.

6. FURTHER INFORMATION

Shareholders who wish to remotely observe the AGM proceedings are reminded that the AGM is private. Invitation to Shareholder to observe the AGM Webcast shall not be forwarded to anyone who is not a Shareholder of the Company or who is not authorised to observe the AGM. RECORDING OF THE AGM WEBCAST in whatever form is also STRICTLY PROHIBITED.

The Company seeks Shareholders' patience and understanding during the AGM proceedings in the event of any technical disruptions.

7. NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed from 5.00 p.m. on 23 June 2020 up to (and including) 24 June 2020 for the purposes of determining shareholders' entitlements to the proposed final one-tier tax exempt dividend for the financial year ended 31 December 2019 ("**FY2019 Final Dividend**") of 1.00 Singapore cent per ordinary share. The proposed FY2019 Final Dividend, if approved by shareholders at the AGM, will be paid on 3 July 2020.

IMPORTANT REMINDER:

The Company recognises the unprecedented measures taken in light of the COVID-19 pandemic, and seeks all Shareholders' kind understanding. The Company will continue to monitor developments and may take any further measures as recommended by the relevant authorities. Shareholders are thus advised to continually look out for any announcements that the Company releases regarding the AGM.

The Board wishes to thank the Shareholders for their kind support.

For and on behalf of the Board

Chua Tiang Choon, Keith
Executive Chairman

21 May 2020