

NOTICE OF ANNUAL GENERAL MEETING IN 2023

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NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders (“**Shareholders**”) of Sitra Holdings (International) Limited (the “**Company**”) will be held by way of electronic means on Friday, 28 April 2023 at 10.30 a.m. to transact the following businesses:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2022, the Directors’ Statement and the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr Chew Hua Seng who retires by rotation in accordance with Article 91 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. **(Resolution 2)**

[See Explanatory Note (a)]
3. To note the retirement of Mr Guo Shaozeng as a Director of the Company who retires in accordance with Article 91 of the Company’s Constitution and will not be seeking re-election at this Annual General Meeting.
4. To approve the payment of Directors’ fees of S\$100,000 for the financial year ending 31 December 2023, payable quarterly in arrears (2022: S\$100,000). **(Resolution 3)**

[See Explanatory Note (b)]
5. To re-appoint Moore Stephens LLP as external auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**
6. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:-

7. Authority to allot and issue shares pursuant to the Share Issue Mandate

THAT pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Rules of Catalyst, authority be and is hereby given to the Directors of the Company to:
 - (a) (i) issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit;
- (b) (notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Ordinary Resolution was in force,

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provided that:

- (i) the aggregate number of Shares to be issued pursuant to this Ordinary Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 100% of the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with subparagraph (ii) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 50% of the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below);
- (ii) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued share capital shall be based on the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings at the time of passing of this Ordinary Resolution, after adjusting for:
 - (1) new Shares arising from the conversion or exercise of any convertible securities which were issued and are outstanding or subsisting at the time this Resolution is passed;
 - (2) new Shares arising from exercise of share options or vesting of share awards which were issued and are outstanding or subsisting at the time of passing of this Ordinary Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and
 - (3) any subsequent bonus issue, consolidation or subdivision of Shares;

and, in sub-paragraph (i) above and this sub-paragraph (ii), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (iii) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier; and
- (c) the Directors be and are hereby authorized to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above. **(Resolution 5)**

8. Authority to offer and grant options and to allot and issue Shares under the Sitra Holdings Employee Share Option Scheme

“That approval be and is hereby given to the Directors of the Company to:

- (A) offer and grant options in accordance with the Sitra Holdings Employee Share Option Scheme (the “**Scheme**”) and the Constitution of the Company; and
- (B) allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the exercise of options under the Scheme,

provided that the aggregate number of Shares over which options may be granted under the Scheme on any date, when added to the number of Shares issued and/or issuable or transferred and/or transferable in respect of all options granted under the Scheme, all awards granted under the Sitra Holdings Performance Share Plan and all Shares, options or awards granted under any other share option or share scheme of the Company then in force, shall not exceed fifteen per centum (15%) of the issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date.” **(Resolution 6)**

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9. Authority to grant Shares awards and to allot and issue Shares under the Sitra Holdings Performance Share Plan

“That approval be and is hereby given to the Directors of the Company to:

- (A) grant awards in accordance with the Sitra Holdings Performance Share Plan (the “**Plan**”) and the Constitution of the Company; and
- (B) allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the vesting of awards under the Plan,

provided that the aggregate number of Shares for which an award may be granted under the Plan on any date, when added to the number of Shares issued and/or issuable or transferred and/or transferable in respect of all awards granted under the Plan, all options granted under the Scheme and all Shares, options or awards granted under any other share option or share scheme of the Company then in force, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date.” **(Resolution 7)**

By Order of the Board

Joanna Lim Lan Sim
Company Secretary

Singapore, 13 April 2023

Explanatory Notes

- (a) In relation to Resolution 2 proposed under item 2 above, the detailed information on Mr. Chew Hua Seng is set out in the section entitled “Board of Directors”, Table 3 in the “Corporate Governance Report” section and “Additional Information on Directors Seeking Re-Election” section of the Company’s 2022 Annual Report.

Mr. Chew Hua Seng (Non-Executive Director and Non-Executive Chairman and substantial shareholder of the Company) is the brother of Mr. Chew Ah Ba, George (a substantial shareholder of the Company) and the uncle of Mr. Chiew Chiew Siang, Steven (Executive Director).

- (b) In relation to Resolution 3 proposed in item 4 above, the Board of Directors proposes the payment of directors’ fees to all Independent Non-Executive Directors be approved by shareholders in advance at the Annual General Meeting. Upon approval, the directors’ fees would then be paid in arrears on a quarterly basis by the Company.

Statement Pursuant to Article 54 of the Company’s Constitution

Ordinary Resolution 5

Ordinary Resolution 5 proposed in item 7 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 100% of the issued shares in the capital of the Company excluding treasury shares and subsidiary holdings, of which up to 50% may be issued other than on a *pro rata* basis to shareholders. The aggregate number of shares which may be issued shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time that Ordinary Resolution 9 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Ordinary Resolution 5 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

Ordinary Resolution 6

Ordinary Resolution 6 proposed in item 8 above, if passed, will empower the Directors of the Company to offer and grant options and allot and issue from time to time such number of fully paid-up Shares pursuant to the Scheme, provided that the aggregate number of Shares over which options may be granted under the Scheme on any date, when added to the number of Shares issued and/or issuable or transferred and/or transferable in respect of all options granted under the Scheme, all awards granted under the Sitra Holdings Performance Share Plan and all Shares, options or awards granted under any other share option or share scheme of the Company then in force shall not exceed fifteen per centum (15%) of the issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date.

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Ordinary Resolution 7

Ordinary Resolution 7 proposed in item 9 above, if passed, will authorise the Directors of the Company to grant awards and to allot and issue from time to time such number of fully paid-up Shares pursuant to the Plan, provided that the aggregate number of Shares over which an award may be granted under the Plan on any date, when added to the number of Shares issued and/or issuable or transferred and/or transferable in respect of all awards granted under the Plan, all options granted under the Scheme and all Shares, options or awards granted under any other share option or share scheme of the Company then in force, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) on the date preceding that date.

Notes:

- (a) A member (other than a Relevant Intermediary (as defined below)) entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (b) The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898; or electronically via email to the Company's Share Registrar, Tricor Barbinder Share Registration Services at sg.is.proxy@sg.tricorglobal.com not later than 48 hours before the time appointed for the holding of the AGM.
- (c) Pursuant to Section 181 of the Companies Act 1967 of Singapore, any member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the AGM. Relevant intermediary is either:
 - (i) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (iii) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act 1953 of Singapore (the "CPF Act"), in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM 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 AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

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ADDITIONAL INFORMATION ON THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY 28 APRIL 2023 (“AGM”) AT 10.30 A.M. BY ELECTRONIC MEANS

- 1) **Background.** Sitra Holdings (International) Limited (“**Sitra**” or the “**Company**”) refers to:
 - a. the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to convene, hold or conduct general meetings;
 - b. 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 sets out the alternative arrangements in respect of, inter alia, general meetings of companies; and
 - c. the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022), read together with the FAQs on “The Holding of General Meetings” dated 23 May 2022 issued by Singapore Exchange Regulation, which provides guidance on the conduct of general meetings amid the evolving COVID-19 situation.

2) **No Despatch of Printed Copies of Notice of AGM and Proxy Form**

Printed copies of the Notice of AGM and the Proxy Form (collectively, the “**AGM Documents**”) will NOT be sent to Shareholders of the Company. Instead, the AGM Documents will be made available to members of the Company by electronic means via publication on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>

3) **No Physical Attendance at AGM**

The AGM is being convened, and will be held, by way of electronic means pursuant to First Schedule of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Shareholders will not be allowed to attend the AGM in person and no Shareholders or their corporate representatives will be admitted.

4) **Alternative Arrangements**

To keep physical interactions and COVID-19 transmission risk to a minimum, alternative arrangements have been put in place to allow Shareholders to participate at the AGM by:

- (A) attending the AGM via electronic only means (including arrangements by which the AGM can be accessed via “live” webcast or “live” audio feed);
- (B) submitting questions in advance of, or live at, the AGM, and addressing of substantial and relevant questions in advance of, or live at, the AGM; and
- (C) voting at the AGM (i) live by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM.

5) **Pre-Registration to Observe and/or Listen to the AGM Proceedings**

Shareholders must pre-register themselves, or, where applicable, their appointed proxy(ies) (other than the Chairman of the AGM), at the pre-registration website at URL: <https://globalmeeting.bigbangdesign.co/sitra2023> from now till Wednesday, 26 April 2023 at 10.30 a.m. (“**Registration Deadline**”) to enable the Company to verify their status as Shareholders.

Following the verification, authenticated Shareholders will receive an email by 5.00 p.m. on 27 April 2023. The email will contain login credentials and instructions to access the live audio-visual webcast or audio-only of the AGM proceedings. Shareholders who do not receive an email by 5.00 p.m. on 27 April 2023, but have registered by 10.30 a.m. on 26 April 2023, should contact our webcast service provider at webcast@bigbangdesign.co for assistance.

Persons who hold shares through relevant intermediaries, including CPF and SRS investors, and who wish to participate in the AGM should approach their respective relevant intermediaries at least seven (7) working days before the AGM in order for necessary arrangements to be made for their participation in the AGM.

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6) Submitting Questions in Advance of, or Live at, the AGM

(i) Submission of questions in advance of the AGM

Shareholders may submit substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM. Such questions must be received by the Company no later than **10.30 a.m. on 21 April 2023**, and can be submitted in either of the following manner:

- Via the pre-registration website at <https://globalmeeting.bigbangdesign.co/sitra2023>.
- Via email to sg.is.proxy@sg.tricorglobal.com;
- By post to the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898.

To ensure that Shareholders' substantial and relevant questions are received by the company by the stipulated deadline, Shareholders are strongly encouraged to submit their questions via the pre-registration website and/or via email.

For verification purpose, when submitting any questions via email or by post, Shareholders MUST provide the Company with following details:

- a. your full name;
- b. number of shares held in the Company; and
- c. the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

(ii) Submission of questions live at the AGM

All Shareholders, or where applicable, their appointed proxy(ies), who have pre-registered for the AGM may also ask the Chairman of the AGM substantial and relevant questions relating to the Resolutions to be tabled at the AGM for approval, live at the AGM, by typing in and submitting their questions through the live chat function via the platform. Shareholders will not be able to ask questions live at the AGM via the audio-only stream of the AGM proceedings.

The Company will endeavour to address the substantial queries from members prior to the AGM by publishing its responses to such questions on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> by 24 April 2023, or at the AGM and upload the Company's responses on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. The minutes of the AGM, which including responses to substantial queries from the Members which are addressed during the AGM (if any), shall thereafter be published on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> within one (1) month from the conclusion of the AGM.

7) Vote Live, or Appoint Proxy(ies) to Vote, at the AGM

Shareholders who wish to exercise their voting rights at the AGM may:

- (i) (where such Shareholders are individuals) vote live via electronic means at the AGM;
- (ii) (where such Shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM) to vote live via electronic means at the AGM on their behalf; or
- (iii) (where such Shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.

Vote Live at the AGM

Shareholders, who wish to vote live via electronic means at the AGM must first pre-register themselves at the pre-registration website at <https://globalmeeting.bigbangdesign.co/sitra2023>. “Live” voting will be conducted during the AGM. It is important for Shareholders and proxies to have their own web-browser enabled devices ready for voting during the AGM. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities.

Shareholders, or where applicable, their appointed proxy(ies) must access the AGM proceedings via the “live” webcast in order to vote live at the AGM and will not be able to do so via the “live” audio feed of the AGM proceedings.

Appointment of Proxy(ies)

- (i) Shareholders who wish to appoint proxies (other than the Chairman of the AGM) to attend the AGM and vote “live” at the AGM on their behalf must do both of the following:
 - (A) complete and submit the Proxy Form in accordance with the instructions below; and
 - (B) pre-register the proxy(ies) at the pre-registration website by the Registration Deadline at <https://globalmeeting.bigbangdesign.co/sitra2023> by 26 April 2023 at 10.30 a.m.
- (ii) As an alternative to “live” voting, Shareholders may also vote at the AGM by appointing the Chairman as proxy to vote on their behalf in respect of all the Shares held by them.

If a Shareholder wishes to appoint a proxy or proxies (including the Chairman) to vote at the AGM on their behalf, duly completed Proxy Forms must be submitted with the Company in the following manner:

- a. if submitted by post, be deposited at the Company’s Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898; or
- b. if submitted electronically, be submitted via email to sg.is.proxy@sg.tricorglobal.com;

in either case, by **10.30 a.m. on 26 April 2023** (being 48 hours before the time fixed for holding of the AGM). Shareholders may download the Proxy Form from SGXNET at the URL <http://www.sgx.com/securities/company-announcements>.

A Shareholder who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and submitting it by email to the email address provided above. **Shareholders are strongly encouraged to submit completed proxy forms electronically via email.**

In the Proxy Form, the Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the Resolutions to be tabled at the AGM. If no specific direction as to voting is given, the proxy (including the Chairman of the AGM if he/she is appointed as proxy) will vote or abstain from voting at his/her discretion.

In view of section 81SJ(4) of the SFA, a depositor shall not be regarded as a Shareholder entitled to attend the AGM and to speak and vote thereat unless his/her name appears in the depository register maintained by the CDP at least seventy-two (72) hours before the AGM. Any Shareholder who is holding his/her shares via the CDP but whose name is not registered with the CDP seventy-two (72) hours before the AGM will not be entitled to attend and vote at the AGM. Accordingly, even if such Shareholder deposits his/her proxy form seventy-two (72) hours before the AGM, the proxy(ies) (including the Chairman of the AGM) will not be entitled to vote on his/her behalf at the AGM, and the Company may reject any such instrument appointing the proxy.

A Shareholder (who is not a Relevant Intermediary) entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. Any appointment of a proxy by a Shareholder attending the AGM shall be null and void and such proxy shall not be entitled to vote at the AGM. Where a Shareholder appoints two proxies, the appointments shall be invalid unless he/she/it specifies the number of Shares or proportion of his/her/its shareholding to be represented by each proxy.

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A Shareholder, who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder appoints two or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of Shares to be represented by each proxy.

Voting by Investors Holding Shares through Relevant Intermediaries (including CPF/SRS Investors)

Investors holding Shares through Relevant Intermediaries (including CPF/SRS investors) may exercise their votes in the following manner:

- (i) vote “live” at the AGM, if they are appointed as proxies by their respective Relevant Intermediaries (including CPF agent banks and SRS operators); or
- (ii) specify their voting instructions to/arrange for their votes to be submitted by their respective Relevant Intermediaries (including CPF agent banks and SRS operators).

Investors holding Shares through Relevant Intermediaries should not make use of the Proxy Form. Only investors holding Shares through Relevant Intermediaries that have been duly appointed as proxies by their respective Relevant Intermediary may vote “live” at the AGM.

CPF/SRS investors who wish to exercise their votes should approach their respective CPF agent bank/SRS operator at least seven working days before the AGM.

8) Voting Results

An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast through “live” voting and through Proxy Forms received as of the above-mentioned deadline. The voting results will be announced during the AGM (and displayed onscreen for the “live” webcast) in respect of the resolutions put to the vote at the AGM. The Company will also issue an announcement on SGXNET on the results of all the resolutions put to vote at the AGM.

The Company would like to thank all shareholders for their patience and co-operation in enabling the Company to continue to hold its AGM by way of electronic means to keep physical interactions and COVID-19 transmission risk to a minimum.

For and on behalf of
Sitra Holdings (International) Limited

13 April 2023

This notice has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (“Sponsor”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”).

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The details of the contact person for the Sponsor are:

*Name: Mr. Khong Choun Mun, Registered Professional
Address: 36 Robinson Road, #10-06 City House, Singapore 068877
Email: sponsor@rhtgoc.com*
