



LS 2 HOLDINGS LIMITED

(Company Registration No. 202016972G)
(Incorporated in Singapore)

ALTERNATIVE ARRANGEMENT FOR THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON 28 APRIL 2023

1. INTRODUCTION

The Board of Directors (“**Board**” or “**Directors**”) of LS 2 Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to:

- (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 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;
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (“**Order**”) which was gazetted on 13 April 2020 and subsequently amended on 14 April 2020 and 24 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, the holding of general meetings of companies;
- (c) the joint statement released by the Accounting and Corporate Regulatory Authority (“**ACRA**”), the Monetary Authority of Singapore (“**MAS**”) and Singapore Exchange Regulation (“**SGX RegCo**”) on 13 April 2020 (as updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022) providing additional guidance on the conduct of general meetings during the period when elevated safe distancing measures are in place; and
- (d) the announcement by the Ministry of Law (“**MinLaw**”) on 6 April 2021 that MinLaw, in consultation with relevant Ministries and agencies, had further extended the duration of legislation that enables entities to hold meetings via electronic means beyond 30 June 2021 (their previous expiry date), until revoked or amended by MinLaw.

2. DATE OF EXTRAORDINARY GENERAL MEETING

The Board wishes to inform shareholders that the Extraordinary General Meeting (“**EGM**”) will be convened through electronic means which comprise of video (audio and visual) and audio means (“**Live Webcast**”) on **28 April 2023 at 5:00 p.m. (Singapore time)** or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 4:00 p.m. on the same day by way of electronic means.

3. NO DESPATCH OF PRINTED COPIES OF NOTICE OF EGM AND PROXY FORM

In line with the provisions under the Order, no printed copies of the Notice of EGM and the proxy form in respect of the EGM will be despatched to Shareholders.

An accompanying proxy form for the EGM may be accessed at the Company’s website at <https://www.ls2.sg/investor-pages-announcements> and on SGX website at <https://www.sgx.com/securities/company-announcements>.

Shareholders are advised to read the Notice of EGM carefully in order to decide whether they should vote in favour of or against the ordinary resolution, or to abstain from voting on the ordinary resolution, to be tabled at the EGM.

4. NO PERSONAL ATTENDANCE AT EGM

To ensure compliance in COVID-19 (Temporary Measures) provisions, Shareholders will not be allowed to attend the EGM physically. Instead, alternative arrangements shall be put in place to allow Shareholders to participate at the EGM by (a) being virtually present at the EGM proceedings through Live Webcast, (b) submitting questions in advance of the EGM, (c) submitting textual questions at the EGM (d) voting by proxy and/or (e) voting at the EGM.

5. ALTERNATIVE ARRANGEMENTS

a) Participation of EGM

- i. As the EGM will be held by way of electronic means and shareholders will **NOT** be able to attend the EGM in person, all shareholders or their corporate representative (in the case of shareholders who are legal entities) will be able to participate in the EGM proceedings by accessing a live webcast or live audio feed. To do so, shareholders are required to pre-register their participation in the EGM by accessing the site <https://conveneagm.com/LS2> by 25 April 2023, Tuesday before 5:00 p.m. ("**Registration Deadline**") for verification of their status as shareholders (or corporate representative of such shareholders) ("**Pre-registration**").
- ii. Upon successful verification, each such shareholder or its corporate representative will receive an email by 27 April 2023 before 12:00 p.m. The email will contain instructions to access the live webcast or live audio feed of the EGM proceedings.
- iii. Shareholders or their corporate representative must not forward the email to other persons who are not shareholders and who are not entitled to participate in the EGM. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email by 27 April 2023 after 12:00 p.m. should contact the Company through email address: ir@LS2.sg or the Company's Share Registrar at email address srs.teamc@boardroomlimited.com or call the general telephone number at +65 6536 5355 between 9:00 a.m. to 4:00 p.m. (SGT). Kindly state
 - Full name of shareholder and
 - Shareholder's identification or registration number.
- iv. Shareholders holding shares through relevant intermediaries (other than SRS investors) will not be able to pre-register for the "live" webcast or "live" audio feed of the EGM. Such Members who wish to participate in the "live" webcast or "live" audio feed of the EGM should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements.

b) Submission of questions prior to the EGM

Members (including CPF and SRS Investors) may also submit questions relating to the resolutions to be tabled for approval at the EGM or the Company's business and operations prior to the EGM.

To do so, all questions must be submitted no later than 4.00 p.m. on 17 April 2023 through any of the following means:

- i. via the Pre-Registration Website at the URL: <http://www.conveneagm.sg/LS2>; or
- ii. in physical copy by depositing the same at the registered office of the Company's by depositing a hard copy by post at registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

- iii. by email to the Company at ir@LS2.sg.

If the questions are deposited in physical copy at the registered office of the Company's share registrar or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/company registration number for verification purposes, failing which the submission will be treated as invalid.

The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM or the Company's business and operations by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: <https://www.ls2.sg/investor-pages-announcements> and is made available on SGXNet at the following URL <https://www.sgx.com/securities/company-announcements> at least forty-eight (48) hours prior to the deadline for submission of Proxy Forms. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNet, or during the EGM.

c) Submission of Questions "Live" at the EGM

Members (including CPF and SRS Investors) may submit textual questions "live" at the AGM in the following manner:

- i. Members (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) who have pre-registered and are verified to attend the EGM can ask questions relating to the ordinary resolutions tabled for approval at the EGM "live" at the EGM, by typing in and submitting their questions through the "live" ask-question function via the webcast platform during the AGM.
- ii. Members who wish to appoint proxy(ies) (other than the Chairman of the EGM) to ask questions "live" at the EGM on their behalf must, in addition to completing and submitting a Proxy Form, ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email upon verification of the Proxy Form(s).
- iii. Members (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) must access the EGM proceedings via the "live" webcast platform in order to ask questions "live" at the EGM.

The Company will, during the EGM itself, address the substantial and relevant questions (which are related to the resolutions to be tabled for approval at the EGM). Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

To do so, all questions must be submitted no later than 5.00 p.m. on 17 April 2023 through any of the following means:

- iv. via the Pre-Registration Website at the URL: <http://www.conveneagm.sg/LS2>; or
- v. by email to the Company at: ir@LS2.sg.

The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM or the Company's business and operations by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: <https://www.ls2.sg/investor-pages-announcements> and is made available on SGXNet at the following URL <https://www.sgx.com/securities/company-announcements> at least forty-eight (48) hours prior to the deadline for submission of Proxy Forms. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNet, or during the EGM.

d) **Submission of Proxy Form, or voting “live” at the EGM**

A. Members who wish to exercise their voting rights at the EGM may:

- (i) (where such members are individuals) vote “live” via electronic means at the EGM; or
- (ii) (where such members are individuals or corporates) appoint a proxy(ies)(other than the Chairman of the EGM)* to vote “live” via electronic means at the EGM on their behalf; or

*For avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (ie. persons other than the Chairman of the EGM) to vote “live” at the EGM on their behalf.

- (iii) (where the member is an individual or corporate) appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment for that resolution will be treated as invalid.

B. A proxy need not be a member of the Company.

C. A member of the Company who is not a relevant intermediary entitled to attend the meeting and vote is entitled to appoint one or two proxies to attend and vote in his/her stead. Where a member who is not a relevant intermediary appoints two proxies, the appointments shall be valid unless he/she specifies the proportion of his/her shareholdings (expressed as a percentage of the whole) to be represented by each proxy.

D. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

Relevant intermediary” means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 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, Chapter 289 of Singapore, and who holds shares in that capacity; or
- (iii) The Central Provident Fund Board (“**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 Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation

E. Subject to Note (I) below, completion and return of Proxy Form shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Live Webcast of the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.

F. The completed and signed Proxy Form must be submitted to the Company in the following manner:

- (i) via the pre-registration website at the URL: <http://www.conveneagm.sg/LS2>; or
- (ii) by depositing a hard copy by post at the registered office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(iii) by sending a scanned PDF copy by email to: srs.teamc@boardroomlimited.com or ir@LS2.sg.

in either case, no later than 5:00 p.m. on 25 April 2023 (“Proxy Deadline”), being seventy-two (72) hours before the time appointed for the EGM.

- G. A member 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 scanning and sending it by email to the email address provided above.
- H. The Proxy Form must be signed by the appointor, or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under seal or under the hand of an officer or attorney duly authorised.
- I. Investor who holds shares under the CPF Investment Scheme and/or the SRS (as may be applicable) and wishes to appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the EGM (ie. 19 April 2023 at 5:00 p.m.)
- J. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (including any related attachment) such as in the case where the appointor submits more than one Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by the Central Depository (Pte) Limited to the Company.

6. CIRCULAR TO SHAREHOLDERS

The Company will publish its Circular to Shareholders on SGXNET and also made it available at the Company’s website on the same day at URL <https://www.ls2.sg/investor-pages-announcements> and on SGX website at <https://www.sgx.com/securities/company-announcements> respectively.

7. FURTHER INFORMATION

Shareholders who observe the EGM proceedings are reminded that the EGM is private. Invitation to Shareholders to attend the EGM through audio-visual webcast and audio-only stream shall not be forwarded to anyone who is not a shareholder of the Company or who is not authorised to attend the EGM. **RECORDING OF THE EGM PROCEEDINGS** in whatsoever form is also **STRICTLY PROHIBITED**. In the event of any technical glitch or disruption happens during the meeting proceedings, the Company would like to seek Shareholders’ patience and understanding.

8. KEY DATES / DEADLINES

In summary, Shareholders should take note the events set out as the below:

Dates	Events
10 April 2023 Monday, by 4:00pm	A shareholder may begin to: <ul style="list-style-type: none">• Pre-register at URL: https://conveneagm.sg/LS2 for live audio-visual webcast or live audio-only stream of the EGM proceedings; and• Submit questions (if any) in advance at URL: https://conveneagm.sg/LS2.

Dates	Events
17 April 2022, Monday, by 4:00 p.m.	Deadline for shareholders to submit questions
19 April 2023, Wednesday, by 4:00 p.m.	Deadline for CPF and/or SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks and/or SRS Operators to submit their votes.
22 April 2023, Saturday, by 4:00pm	Deadline for the Company to address all substantial and relevant questions received from shareholders via SGXNET prior to the EGM
25 April 2023, Tuesday, by 5:00 p.m.	Deadline for shareholders to submit proxy form.
25 April 2023, Tuesday, by 5:00 p.m	Deadline for shareholders to pre-register for live audio-visual webcast / live audio-only stream of the EGM proceedings.
27 April 2023 Thursday, by 12:00 p.m.	Authenticated shareholders will receive an email which will contain user ID and password details, as well as the link to access the live audio-visual webcast and/or a Singapore telephone number to access the live audio-only stream of the EGM proceedings (" Confirmation Email ").
28 April 2023 Friday, by 4:00 p.m.	Click on the link in the Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the EGM proceedings; or Call the Singapore telephone number in the Confirmation Email to access the live audio-only stream of the EGM proceedings.

All the instructions stated above are subject to change at the prevailing provisions of the Order or restrictions or guidelines imposed by relevant regulatory bodies from time to time. Shareholders are advised to check the Company's announcements on SGXNET for the latest developments or updates regarding the EGM.

The Company would like to thank all shareholders for their patience, understanding and co-operation in enabling us to hold the EGM.

BY ORDER OF THE BOARD

Tan Hoo Kiat
Executive Chairman and Executive Director
10 April 2023

This announcement has been prepared by the Company and its contents have 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 announcement 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 contact person for the Sponsor is Mr Lay Shi Wei - Registered Professional, 36 Robinson Road, #10-06, City House Singapore 068877, sponsor@rhtgoc.com.