
NOTICE OF EXTRAORDINARY GENERAL MEETING

Sitra Holdings (International) Limited

(Company Registration No. 197901237E)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Sitra Holdings (International) Limited (the “**Company**”) will be held by way of electronic means (via live audio-visual webcast or live audio-only livestream) on 30 September 2022 at 10:00 am for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution:

All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular issued by the Company to the Shareholders dated 15 September 2022 (the “**Circular**”).

AS ORDINARY RESOLUTION: PROPOSED ACQUISITION AS AN INTERESTED PERSON TRANSACTION

IT IS RESOLVED:

- (a) THAT the proposed acquisition by the Company of 46 ordinary shares in the capital of Mapur Rocky Resort Limited on the terms and conditions set out in the SPA be and is hereby approved; and
- (b) THAT the Directors and any one of them be and is/are hereby authorised and empowered to approve, complete and do all such acts and things (including without limitation, to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give effect to this resolution as they or he may deem fit.

BY ORDER OF THE BOARD

Joanna Lim
Company Secretary
15 September 2022

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Notes:

- 1) 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.
- 2) 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 EGM.
- 3) 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 EGM. Relevant intermediary is either:
 - a. 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;
 - b. 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
 - c. 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 a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), and (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty. The shareholder's personal data and its proxy(ies)'s and/or representative(s)'s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a shareholder of the Company and/or its proxy(ies) or representative(s) (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

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ADDITIONAL INFORMATION ON EXTRAORDINARY GENERAL MEETING ON FRIDAY, 30 SEPTEMBER 2022 AT 10.00 A.M. (“EGM”) TO BE HELD BY WAY OF ELECTRONIC MEANS

1) No Despatch of Printed Copies of Circular, Notice of EGM and Proxy Form

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

2) No Physical Attendance at EGM

The EGM 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 EGM in person and no Shareholders or their corporate representatives will be admitted.

3) Alternative Arrangements

Alternative arrangements have been put in place to allow Shareholders to participate at the EGM by:

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

4) Pre-Registration to Observe and/or Listen to the EGM Proceedings

Shareholders must pre-register themselves, or, where applicable, their appointed proxy(ies) (other than the Chairman of the EGM), at the pre-registration website at the URL: <https://globalmeeting.bigbangdesign.co/sitra2022egm/> from now till Wednesday, 28 September 2022 at 10.00 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 29 September 2022. The email will contain login credentials and instructions to access the live audio-visual webcast or audio-only of the EGM proceedings. Shareholders who do not receive an email by 5.00 p.m. on 29 September 2022, but have registered by 10.00 a.m. on 28 September 2022, should contact our webcast service provider at <https://globalmeeting.bigbangdesign.co/sitra2022egm/> for assistance.

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

5) Submitting Questions in Advance of, or Live at, the EGM

(i) Submission of questions in advance of the EGM

Shareholders may submit substantial and relevant questions relating to the resolution to be tabled for approval at the EGM in advance of the EGM. Such questions must be received by the Company no later than **10.00 a.m. on 22 September 2022**, and can be submitted in either of the following manner:

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- Via the pre-registration website at <https://globalmeeting.bigbangdesign.co/sitra2022egm/>.
- 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 their particulars (comprising full name (for individuals) / company name (for corporations), email address, contact number, NRIC / passport / registration number, shareholding type and number of shares held).

(ii) Submission of questions live at the EGM

All Shareholders, or where applicable, their appointed proxy(ies), who have pre-registered for the EGM may also ask the Chairman of the EGM substantial and relevant questions relating to the Resolutions to be tabled at the EGM for approval, live at the EGM, 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 EGM via the audio-only stream of the EGM proceedings.

The Company will endeavour to address the substantial queries from members prior to, or at the EGM and upload the Company's responses on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. The minutes of the EGM, which including responses to substantial queries from the Members which are addressed during the EGM (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 EGM

6) **Vote Live, or Appoint Proxy(ies) to Vote, at the EGM**

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

- (where such Shareholders are individuals) vote live via electronic means at the EGM;
- (where such Shareholders 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
- (where such Shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.

Vote Live at the EGM

Shareholders, who wish to vote live via electronic means at the EGM must first pre-register themselves at the pre-registration website at <https://globalmeeting.bigbangdesign.co/sitra2022egm/>.

"Live" voting will be conducted during the EGM. It is important for Shareholders and proxies to have their own web-browser enabled devices ready for voting during the EGM. 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 EGM proceedings via the "live" webcast in order to vote live at the EGM and will not be able to do so via the "live" audio feed of the EGM proceedings. Instructions will be provided at the start of the EGM on how to vote.

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Appointment of Proxy(ies)

- (i) Shareholders who wish to appoint proxies (other than the Chairman of the EGM) to attend the EGM and vote “live” at the EGM 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/sitra2022egm/> by 28 September 2022 at 10.00 a.m.
- (ii) As an alternative to “live” voting, Shareholders may also vote at the EGM 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 EGM 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 **10.00 a.m. on 28 September 2022** (being 48 hours before the time fixed for holding of the EGM). Shareholders may download the Proxy Form from SGXNET at <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. **In view of the current COVID-19 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.**

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 EGM. If no specific direction as to voting is given, the proxy (including the Chairman of the EGM 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 EGM 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 EGM. 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 EGM will not be entitled to attend and vote at the EGM. Accordingly, even if such Shareholder deposits his/her proxy form forty-eight (48) hours before the EGM, the proxy(ies) (including the Chairman of the EGM) will not be entitled to vote on his/her behalf at the EGM, 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 EGM shall be null and void and such proxy shall not be entitled to vote at the EGM. 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.

A Shareholder, who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at the EGM, 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.

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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 EGM, 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 EGM.

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 EGM.

7) 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 EGM (and displayed onscreen for the “live” webcast) in respect of the resolution put to the vote at the EGM. The Company will also issue an announcement on SGXNET on the results of the resolution put to vote at the EGM.

Important reminder: The Company would like to remind Shareholders that, with the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its EGM arrangements at short notice. Shareholders should check SGXNet for updates on the EGM.

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