



## ES Group (Holdings) Limited

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 200410497Z)

### ANNUAL GENERAL MEETING OF THE COMPANY ("AGM") TO BE HELD ON 27 APRIL 2021

Dear Shareholders of ES Group (Holdings) Limited (the "**Company**")

This letter is circulated together with and forms part of the Company's Notice of AGM dated 9 April 2021 ("**Notice of AGM**") in respect of the AGM to be convened and held by way of electronic means on Tuesday, 27 April 2021 at 2:00 p.m..

The AGM is an important event in the Company's corporate calendar. Normally, we would arrange for our shareholders ("**Shareholders**") to attend the AGM physically as it is an opportunity for the board of directors of the Company (the "**Board**") and management of the Company to meet and engage with the Shareholders directly. This year, we continue to face challenges to convene and hold a physical AGM due to the COVID-19 pandemic. We refer to the following:

- 1) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister of 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;
- 2) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 ("**COVID-19 Order**") which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- 3) the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020 and 1 October 2020) which provides additional guidance on the conduct of general meetings during the period from 27 March 2020 to 30 June 2021.

In view of the current COVID-19 situation in Singapore, the Company wishes to inform Shareholders that pursuant to the COVID-19 Order, the Company will convene and hold the AGM by way of electronic means to transact the business set out in the Notice of AGM. Shareholders will NOT be able to attend the AGM in person. **Any Shareholder seeking to attend the AGM physically in person will be turned away.**

#### DOCUMENTS FOR THE AGM

Documents relating to the business of the AGM, which comprise the Company's annual report for the financial year ended 31 December 2020, the Notice of AGM and the accompanying Proxy Form (as defined herein) for the AGM, as well as the Addendum to the Notice of AGM in relation to the proposed renewal of the share buy-back mandate, have been published on (i) the SGXNet at <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at [https://www.esgroup.com.sg/htm/ir\\_overview.php](https://www.esgroup.com.sg/htm/ir_overview.php) on 9 April 2021. Printed copies of these documents have been despatched to Shareholders on 9 April 2021.

## ALTERNATIVE ARRANGEMENTS FOR PARTICIPATION IN THE AGM

The Company has made the following alternative arrangements for Shareholders to participate in the AGM by:

- (a) observing and/or listening to the proceedings of the AGM contemporaneously via a “live” audio-visual webcast of the AGM (“**LIVE WEBCAST**”) or a “live” audio-only stream of the AGM (“**LIVE AUDIO STREAM**”) (collectively, “**electronic means**”);
- (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.

## PRE-REGISTRATION FOR ELECTRONIC MEANS

1. For Shareholders who would like to observe the proceedings of the AGM via LIVE WEBCAST, or listen to the proceedings of the AGM via LIVE AUDIO STREAM, Shareholders will need to register via email to us at [general@esgroup.com.sg](mailto:general@esgroup.com.sg) and provide their personal particulars as follows: a) Full name (for individuals) / company name (for corporate) as per CDP/SRS Account records; b) last 4 alphanumeric characters of your National Registration Identity Card Number (“**NRIC**”) or Passport Number (for individuals) / Company Registration Number (for corporates); c) Contact Number; d) Email Address; and e) Shareholding Type (e.g. CDP, SRS, Depository Agent or Corporate Shareholder), no later than 2:00 p.m. on 24 April 2021 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (the “**Registration Deadline**”) to enable the Company to verify the Shareholders’ status.
2. Authenticated Shareholders will receive an email confirmation by 26 April 2021 which contains either (a) a unique link to access the LIVE WEBCAST to observe the proceedings of the AGM (via smart phones, tablets or laptop/computers); or (b) a dial-in number to access the LIVE AUDIO STREAM to listen to the proceedings of the AGM.
3. Shareholders **MUST NOT** forward the abovementioned unique link or dial-in number to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the electronic means.
4. Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181(1C) of the Companies Act, Chapter 50 of Singapore), such as SRS investors, should approach their respective agents, such as SRS Operators, to participate in the AGM via electronic means.
5. Shareholders who register by the Registration Deadline but do not receive an email response by 26 April 2021 may contact the Company’s share registrar, Boardroom Corporate & Advisory Services Pte Ltd at (65) 6230 9610 or email to [Joey.Ng@boardroomlimited.com](mailto:Joey.Ng@boardroomlimited.com) for assistance.

## SUBMISSION OF QUESTIONS

1. Shareholders will not be able to ask questions during the AGM via electronic means, and therefore it is important for Shareholders to submit their questions in advance of the AGM.
2. Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM by 2:00 p.m. on 20 April 2021, in the following manner: (i) If submitted electronically, be submitted via email to [general@esgroup.com.sg](mailto:general@esgroup.com.sg); or (ii) If submitted by post, be deposited at the Company’s registered office at ES Group (Holdings) Limited, 8 Ubi Road 2, #06-26

Zervex, Singapore 408538, and provide their personal particulars as follows: a) Full name (for individuals) / company name (for corporate) as per CDP/SRS Account records; b) the last 4 alphanumeric characters of your NRIC or Passport Number (for individuals) / Company Registration Number (for corporates); c) Number of Shares held; d) Contact Number; e) Email Address; and f) Shareholding Type (e.g. CDP, SRS, Depository Agent or Corporate Shareholder).

3. The Company will provide responses to substantial and relevant questions from Shareholders relating to the agenda of the AGM prior to the AGM by publishing the responses to these questions on (i) the SGXNet at <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at [https://www.esgroup.com.sg/htm/ir\\_overview.php](https://www.esgroup.com.sg/htm/ir_overview.php) Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the AGM, the Company will address them during the AGM via electronic means. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or during, the AGM in respect of substantial and relevant matters.
4. The Company will publish the minutes of the AGM (including the Company's responses to the substantial and relevant questions received from Shareholders, which are addressed during the AGM) on (i) the SGXNet at <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at [https://www.esgroup.com.sg/htm/ir\\_overview.php](https://www.esgroup.com.sg/htm/ir_overview.php), within one (1) month after the conclusion of the AGM.
5. Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181(1C) of the Companies Act, Chapter 50 of Singapore), such as SRS investors, should approach their respective agents, such as SRS Operators, to submit their questions in relation to any resolution set out in the Notice of AGM as soon as possible and in any case by 2:00 p.m. on 20 April 2021 and have their substantial and relevant questions answered.

## PROXY VOTING

1. Voting at the AGM is by proxy ONLY. Please note that Shareholders will not be able to vote through the electronic means and can only vote with their Proxy Forms which are required to be submitted in accordance with the following paragraphs.
2. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the Meeting as their proxy to vote on their behalf by completing the Proxy Form for the AGM. Shareholders should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of AGM, in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
3. The instrument or form appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy ("**Proxy Form**") thereof, must: (a) if sent personally or by post, be lodged at the registered office of the Company at ES Group (Holdings) Limited, 8 Ubi Road 2, #06-26 Zervex, Singapore 408538; or (b) if submitted by email, be received by the Company at [general@esgroup.com.sg](mailto:general@esgroup.com.sg), in either case, by 2:00 p.m. on 25 April 2021 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) (or any adjournment thereof) and in default the Proxy Form for the AGM shall not be treated as valid.
4. 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 to the Company as early as possible, to enable your vote(s) to be counted, and to follow all government guidance and

requirements.

5. The Proxy Form must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the Proxy Form may be treated as invalid. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or other authority, or a duly certified copy thereof must (failing previous registration with the Company), if the Proxy Form is submitted personally or by post, be lodged with the Proxy Form or, if the Proxy Form is submitted electronically via email, be emailed with the Proxy Form, failing which the Proxy Form may be treated as invalid.
6. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
7. SRS investors who wish to appoint the Chairman of the Meeting to act as their proxy should approach their respective SRS Operators to submit their votes to the Company: (a) by post to the registered office of the Company at ES Group (Holdings) Limited, 8 Ubi Road 2, #06-26 Zervex, Singapore 408538; or (b) by email to the Company at [general@esgroup.com.sg](mailto:general@esgroup.com.sg), at least seven (7) working days before the AGM.

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the AGM, including any precautionary measures required or recommended by the government or any regulatory bodies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates on the AGM on the SGXNet at <https://www.sgx.com/securities/company-announcements> or at the Company's corporate website at [https://www.esgroup.com.sg/htm/ir\\_overview.php](https://www.esgroup.com.sg/htm/ir_overview.php).

BY ORDER OF THE BOARD

Low Chee Wee  
Executive Director  
9 April 2021

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*This letter has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst.*

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

*The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*