

SUTL ENTERPRISE LIMITED
Incorporated in the Republic of Singapore
(Company Registration No. 199307251M)

**29th ANNUAL GENERAL MEETING TO BE HELD AT
CONSTELLATION 1, ONE^o15 MARINA SENTOSA COVE,
#01-01, 11 COVE DRIVE, SENTOSA COVE, SINGAPORE 098497
ON 20 APRIL 2023 AT 3.00 P.M.**

1. INTRODUCTION

- 1.1. The board of directors (“**Board**”) of SUTL Enterprise Limited (the “**Company**”) refers to:
- (i) the notice of Annual General Meeting issued on 5 April 2023 (the “**Notice of AGM**”) in relation to the Twenty-Ninth Annual General Meeting (“**AGM**”) of the Company to be held on 20 April 2023 at 3.00 p.m., which is published on the Company’s website at <https://www.sutlenterprise.com> and the SGXNET;
 - (ii) 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
 - (iii) the Joint Statement by Accounting and Corporate Regulatory Authority (“**ACRA**”), Monetary Authority of Singapore (“**MAS**”) and Singapore Exchange Regulation (“**SGX RegCo**”) dated 13 April 2020, 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 during the period when elevated safe distancing measures are in place.

2. DATE, TIME AND CONDUCT OF AGM

- 2.1. The AGM of the Company will be held in a wholly physical format, at Constellation 1, ONE^o15 Marina Sentosa Cove, #01-01, 11 Cove Drive, Sentosa Cove, Singapore 098497 on **20 April 2023 at 3.00 p.m.** **There will be no option for shareholders to participate by electronic means.**

3. DOCUMENTS FOR THE AGM

- 3.1. Printed copies of the Company’s annual report for the financial year ended 31 December 2022, addendum to shareholders of the Company (“**Shareholders**”) dated 5 April 2023 (being an addendum to the Notice of AGM), Notice of AGM and proxy form will be sent by post to shareholders.
- 3.2. Documents relating to the business of the AGM, which comprise the Company’s annual report for the financial year ended 31 December 2022, Notice of AGM, the addendum to Shareholders dated 5 April 2023, and proxy form will also be published on SGXNET and the Company’s website at <https://www.sutlenterprise.com>.

4. ARRANGEMENTS FOR PARTICIPATION AT THE AGM

- 4.1. Shareholders may participate at the AGM by:
- (i) attending the AGM in person;

- (ii) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or
 - (iii) voting at the AGM (i) themselves; or (ii) through duly appointed proxy(ies).¹
- 4.2. Shareholders, including CPF/SRS investors, and (where applicable) duly appointed proxies can attend the AGM in person.² Such persons will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Registration will commence at 2 p.m. on that day. Please bring along your NRIC/passport to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately. Shareholders are advised not to attend the AGM if they are feeling unwell.
- 4.3. For persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) ("**Investors**") (including CPF/SRS investors) who wish to participate in the AGM by:
- (a) attending the AGM in person
 - (b) submitting questions in advance of the AGM; and/or
 - (c) voting at the AGM themselves, or by appointing the Chairman as proxy to vote on their behalf at the AGM,

should contact the relevant intermediary through which he/she holds such shares as soon as possible in order for the necessary arrangements to be made for his/her participation in the AGM.

5. SUBMISSION OF QUESTIONS

- 5.1. **In advance of the AGM, shareholders, including CPF/SRS investors, may submit matters and questions relating to the business of the AGM, by 3.00 p.m. on 13 April 2023:**
- (i) by email to investor_relations@sutl.com; or
 - (ii) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632.

When submitting questions via email or by post, the shareholder would also need to provide the following details:

- full name (as per CDP, CPF, SRS and/or scrip-based records);
 - address; and
 - the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip).
- 5.2. In addition, at the AGM itself, shareholders, including CPF/SRS investors, and (where applicable) duly appointed proxies, may raise matters and questions relating to the business of the AGM.
- 5.3. The Company will respond to substantial and relevant questions which are received in the manner and by the time and date set out in Paragraph 5.1 above, and the Company will publish its response on SGXNET and the Company's website at <https://www.sutlenterprise.com> prior to the AGM.

¹ For the avoidance of doubt, CPF/SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the Meeting) to vote at the AGM on their behalf.

² Please refer to footnote 1.

- 5.4. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions received after the 13 April 2023 submission deadline which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM, at the AGM itself. Where substantially similar questions are received, the Company may consolidate such questions and consequently not all questions may be individually addressed.
- 5.5. The minutes of the AGM, including the responses to substantial and relevant questions from shareholders which are addressed during the AGM, will be published on SGXNET and the Company's website at <https://www.sutlenterprise.com> within one month after the date of the AGM.

6. VOTING AT THE AGM

- 6.1. Shareholders, including CPF/SRS investors, can vote at the AGM themselves or through duly appointed proxy(ies)³. Shareholders who wish to appoint a proxy(ies) must submit a proxy form in accordance with the instructions on the proxy form.
- 6.2. Upon registration at the AGM venue, shareholders, including CPF/SRS investors, and (where applicable) duly appointed proxies, will be provided with a handheld device for electronic voting at the physical meeting.
- 6.3. Shareholders who wish to appoint a proxy(ies) must submit a proxy form in the following manner:
- (i) if submitted by post, be deposited at the registered office of the Company at #05-00, 100J Pasir Panjang Road, SUTL House, Singapore 118525; or
 - (ii) if submitted through electronic means, be submitted via an email enclosing a signed PDF copy of the proxy form to the Company at investor_relations@sutl.com,
- in either case, by no later than 3:00 p.m. on 18 April 2023 (being at least forty-eight (48) hours before the time fixed for holding the AGM) and in default the proxy form for the AGM shall not be treated as valid.
- 6.4. A Shareholder 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 before scanning and sending it by email to the email address provided above. A proxy form must be signed by the appointor or his/her duly authorised attorney. Where a proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
- 6.5. Completion and submission of a proxy form by a shareholder will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the shareholder attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant proxy form to the AGM.
- 6.6. CPF/SRS investors:
- (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should contact their respective CPF Agent Banks or SRS Operators to

³ Please refer to footnote 1.

submit their votes by 3.00 p.m. on 11 April 2023, being not less than 7 working days before the date of the AGM to submit his/her voting instructions.

7. KEY DATES / DEADLINES

7.1. The key dates / deadlines which Shareholders should take note of are summarized in the table below:

| Key dates | Actions |
|---|--|
| 13 April 2023 at 3.00 p.m. (Thursday) | Deadline for Shareholders, including CPF/SRS investors, to submit questions in advance. |
| 11 April 2023 at 3.00 p.m. (Tuesday) | Deadline for CPF/SRS investors who wish to appoint the Chairman as proxy to contact their respective CPF Agent Banks/SRS Operators to submit their votes. |
| 18 April 2023 at 3.00 p.m. (Tuesday) | Deadline for Shareholders to submit proxy forms. |
| Date and time of AGM 20 April 2023 at 3.00 p.m. (Thursday) Registration commences at 2:00 p.m. | Shareholders, including CPF/SRS investors, and (where applicable) duly appointed proxies may attend the AGM in person at Constellation 1, ONE ⁰ 15 Marina Sentosa Cove, #01-01, 11 Cove Drive, Sentosa Cove, Singapore 098497. There will be no option to participate by electronic means. Attendees should bring along their NRIC/passport to enable the Company to verify their identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately. |

8. IMPORTANT REMINDER

8.1. The Company may implement such COVID-19 safe management measures at the AGM as may be required or recommended under any regulations, directives, measures or guidelines that may be issued from time to time by any government or regulatory agency in light of the COVID-19 situation in Singapore. Shareholders are reminded to check SGXNET and the Company's website at <https://www.sutlenterprise.com> for the latest updates on the status of the AGM.

BY ORDER OF THE BOARD

TAY TENG GUAN ARTHUR
Executive Director and Chief Executive Officer
5 April 2023