

# NetLinkNBN

*the fibre of a smart nation*

23 June 2023

Dear Unitholder

We are pleased to inform you of the upcoming Annual General Meeting of NetLink NBN Trust and Singapore NBN Trust (collectively referred to as the "AGMs") to be held on Wednesday, 19 July 2023 at 2.00 p.m. (Singapore time) at the Ballroom at Level 2, Conrad Centennial Singapore, Two Temasek Boulevard, Singapore 038982. The AGMs will be held in a wholly physical format and there will be no option for Unitholders to participate virtually.

We are pleased to enclose printed copies of the following documents for the AGMs:-

- (1) Notice of NetLink NBN Trust's Annual General Meeting
- (2) NetLink NBN Trust's Proxy Form
- (3) Notice of Singapore NBN Trust's Annual General Meeting
- (4) Singapore NBN Trust's Proxy Form

In line with the NetLink Group's sustainability efforts, we will discontinue the practice of mailing the following documents to Unitholders:-

- (a) NetLink NBN Trust's Annual Report 2023; and
- (b) Singapore NBN Trust's Report for the Financial Year Ended 31 March 2023.

Instead, the abovementioned documents will be available from 23 June 2023 on:-

- (a) SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>; and
- (b) NetLink NBN Trust's website at the URL: <https://netlinknbn.com/agm2023.html>.

If you wish to receive printed copies of the NetLink NBN Trust's Annual Report 2023 and the Singapore NBN Trust's Report for the Financial Year Ended 31 March 2023, please complete the Request Form below and return it by 3 July 2023 in the following manner:-

- By post to NetLink NBN Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- By email to [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com).

For further information on the conduct of the AGMs and Unitholders' participation at the AGMs, please refer to NetLink NBN Trust's website at the URL: <https://netlinknbn.com/agm2023.html> or on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Yours faithfully

For and on behalf of

**NetLink NBN Management Pte. Ltd.**

(Registration Number: 201704783K)

(as trustee-manager of NetLink NBN Trust)

Eunice Hooi Lai Fann

Albert Lim Aik Seng

Company Secretaries

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## REQUEST FORM

To: NetLink NBN Trust

Please send me a printed copy of the NetLink NBN Trust's Annual Report 2023 and the Singapore NBN Trust's Report for the Financial Year Ended 31 March 2023.

Name of Unitholder: \_\_\_\_\_

NRIC/Passport Number: \_\_\_\_\_ Company Registration Number: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Note: This request is valid for the NetLink NBN Trust's Annual Report 2023 and the Singapore NBN Trust's Report for the Financial Year Ended 31 March 2023 only.

Do not staple. Glue all sides firmly

Do not staple. Glue all sides firmly

Do not staple. Glue all sides firmly

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2nd fold

**BUSINESS REPLY SERVICE  
PERMIT NO. 09471**



**NetLink NBN Management Pte. Ltd.**

(as Trustee-Manager of NetLink NBN Trust)  
c/o Boardroom Corporate & Advisory Services Pte. Ltd.  
1 Harbourfront Avenue  
#14-07 Keppel Bay Tower  
Singapore 098632

Postage will  
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For posting in  
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# NetLinkNBN

*the fibre of a smart nation*

## NetLink NBN Trust

(a business trust constituted on 19 June 2017 under the laws of the Republic of Singapore and registered under the Business Trusts Act 2004 of Singapore (Registration Number: 2017002))

Managed by NetLink NBN Management Pte. Ltd.

(Company Registration Number: 201704783K)

(the "Trustee-Manager")

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Sixth Annual General Meeting ("AGM") of NetLink NBN Trust (the "Trust") will be convened and held at the Ballroom at Level 2, Conrad Centennial Singapore, Two Temasek Boulevard, Singapore 038982 on Wednesday, 19 July 2023 at 2.00 p.m. (Singapore time) to transact the following business:

### AS ORDINARY BUSINESS

1. To receive and adopt the Report of the Trustee-Manager, Statement by the Trustee-Manager and the Audited Financial Statements of NetLink NBN Trust for the financial year ended 31 March 2023 together with the Independent Auditor's Report therein.

**(Ordinary Resolution 1)**

2. To re-appoint Deloitte & Touche LLP as Auditors of NetLink NBN Trust to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors of the Trustee-Manager to fix their remuneration.

**(Ordinary Resolution 2)**

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modifications, the following Resolution which will be proposed as Ordinary Resolution:

3. Ordinary Resolution – General mandate to issue units in NetLink NBN Trust ("Units")

That pursuant to Clause 6.1 of the deed of trust dated 19 June 2017 (as amended and restated by the Amending and Restating Deeds dated 25 July 2018, 28 September 2020, 19 July 2021, and 20 July 2022) constituting NetLink NBN Trust (collectively, the "Trust Deed"), Section 36 of the Business Trusts Act 2004 of Singapore (the "BTA"), and Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Trustee-Manager to:

- (a) (i) issue Units, 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 Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the Trustee-Manager may in its absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued) issue Units in pursuance of any Instruments made or granted by the Trustee-Manager while this Resolution was in force,

provided that:

- (i) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Units to be issued other than on a pro rata basis to existing Unitholders shall not exceed 10% of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (i) above, the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) shall be based on the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:
  - (aa) any new Units arising from the conversion or exercise of any convertible securities or Instruments which were issued and are outstanding or subsisting at the time this Resolution is passed; and
  - (bb) any subsequent bonus issue, consolidation or subdivision of Units;

provided such adjustment in sub-paragraph (ii)(aa) is made only in respect of new Units arising from the exercise of Instruments or convertible securities which were issued and are outstanding or subsisting at the time of the passing of this Resolution;

- (iii) in exercising the authority conferred by this Resolution, the Trustee-Manager shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by SGX-ST), the Trust Deed and the BTA for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (iv) unless revoked or varied by the Unitholders of NetLink NBN Trust in a general meeting, such authority conferred by this Resolution shall continue in force until (i) the conclusion of the next Annual General Meeting of the Unitholders or (ii) the date by which the next Annual General Meeting of the Unitholders is required by law to be held, whichever is earlier;

- (v) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted, in the event of rights, bonus or other capitalisation issues or any other events, the Trustee-Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (vi) the Trustee-Manager be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager may consider expedient or necessary or in the interest of NetLink NBN Trust to give effect to the authority conferred by this Resolution.

[See Explanatory Note (i)]

**(Ordinary Resolution 3)**

By Order of the Board

**NetLink NBN Management Pte. Ltd.**

(Registration Number: 201704783K)

(as trustee-manager of NetLink NBN Trust)

Eunice Hooi

Albert Lim Aik Seng

Company Secretaries

Singapore, 23 June 2023

## EXPLANATORY NOTE:

- (i) Ordinary Resolution 3, if passed, will empower the Trustee-Manager, from the date of this Annual General 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 the date on which such authority is varied or revoked by NetLink NBN Trust in a general meeting of Unitholders, whichever is the earliest, to issue Units, make or grant Instruments convertible into Units and to issue Units pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) of which up to 10% of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) may be issued other than on a pro rata basis to existing Unitholders.

For determining the aggregate number of Units that may be issued, the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) will be calculated based on the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time Ordinary Resolution 3 is passed, after adjusting for (a) any new Units arising from the conversion or exercise of any convertible securities or Instruments which were issued and are outstanding or subsisting at the time this Resolution is passed and (b) any subsequent bonus issue, consolidation or subdivision of Units.

## IMPORTANT NOTES:

1. The AGM will be held in a wholly physical format. **There will be no option for Unitholders to participate virtually.**
2. Details of the steps for registration, submission of questions and voting at the AGM by Unitholders, including SRS investors, amongst others, are set out in NetLink NBN Trust's announcement dated 23 June 2023 which has been uploaded together with this Notice of AGM on the SGX website and NetLink NBN Trust's website on the same day. The announcement and this Notice of AGM may also be accessed at NetLink NBN Trust's website at URL: <https://netlinknbn.com/agm2023.html>.
3. Unitholders may participate in the AGM by:
  - (a) attending the AGM in person;
  - (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
  - (c) voting at the AGM (i) themselves personally; or (ii) through their appointed proxy(ies) or corporate representative(s).

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

Persons who hold their Units through a relevant intermediary, other than SRS investors, who wish to (a) attend the AGM; (b) submit questions in advance of, or "live" at the AGM; and/or (c) appoint the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should approach their respective relevant intermediaries through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

4. A Unitholder, who is not a relevant intermediary, is entitled to attend and vote at the AGM, and is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder. Where a Unitholder appoints two proxies and does not specify the number of Units to be represented by each proxy, then the Units held by the Unitholder are deemed to be equally divided between the proxies.
5. A Unitholder, who is a relevant intermediary, may appoint more than two proxies to exercise all or any of its rights to attend, speak and vote at the AGM, provided that each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder.

“**Relevant intermediary**” has the same meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

6. Where a Unitholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy. In the absence of specific directions in respect of a resolution, the Chairman of the AGM as proxy will vote or abstain from voting at his/her discretion.
7. The instrument appointing a proxy(ies) must be submitted in the following manner:
  - (a) if submitted by post, be lodged at the Unit Registrar’s office at Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) by email, be received at [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com),

in either case, no later than **2.00 p.m. on 17 July 2023**.

8. A corporation, being a Unitholder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of Unitholders and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual, in accordance with the Trust Deed.
9. The Chairman of the AGM, as a proxy, need not be a Unitholder of the Company.
10. A Unitholder (including SRS investor) may submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM, in the following manner by **5.00 p.m. on 11 July 2023**:
  - (a) by post and lodging the same at the Unit Registrar’s office at Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632;
  - (b) via email at [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com); or
  - (c) via the AGM website at URL: <https://netlinknbn.com/agm2023.html>.

Unitholders submitting questions by post or email must provide their full name, address and the manner in which Unitholders hold Units in NetLink NBN Trust (via CDP or SRS), before submitting it by post to the address provided above or sending it by email to the email address provided above.

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Trustee-Manager (or its agents or service providers) for the purpose of the processing and administration by the Trustee-Manager (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Trustee-Manager (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Trustee-Manager (or its agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Trustee-Manager (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Trustee-Manager in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.



# PROXY FORM ANNUAL GENERAL MEETING

## NETLINK NBN TRUST

(a business trust constituted on 19 June 2017 under the laws of the Republic of Singapore and registered under the Business Trusts Act 2004 of Singapore (Registration Number: 2017002))

Managed by NetLink NBN Management Pte. Ltd.  
(Company Registration Number: 201704783K)  
(the "Trustee Manager")

### IMPORTANT:

- PLEASE READ THE NOTES TO THE PROXY FORM OVERLEAF. There will be no option for Unitholders to participate virtually.
- Details of the steps for registration, submission of questions and voting at the AGM by Unitholders, including SRS investors, amongst others, are set out in the accompanying announcement by NetLink NBN Trust dated 23 June 2023. This announcement may be accessed at NetLink NBN Trust's website at the URL: <https://www.netlinknbn.com/aggm2023.html> and on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.
- SRS investors:
  - may vote at the AGM if they are appointed as proxy(ies) by their SRS Operators and should contact their SRS Operators if they have queries regarding their appointment as proxy(ies); or
  - may appoint the Chairman of the AGM as proxy on their behalf at the AGM, in which case they should approach their SRS Operators to submit their votes by 5.00 p.m. on 7 July 2023.
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the Unitholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 23 June 2023.
- Coffee, tea and bottled water will be served at the AGM.

This proxy form has been made available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements> and may be accessed at NetLink NBN Trust's website at the URL: <https://www.netlinknbn.com/aggm2023.html>. A printed copy of this proxy form will also be despatched to Unitholders.

I/We, \_\_\_\_\_ NRIC/Passport No./Co. Reg. No. \_\_\_\_\_

of \_\_\_\_\_

being a Unitholder/Unitholders of **NetLink NBN Trust**, hereby appoint:

Name	NRIC/Passport No.	Proportion of Unitholdings	
		No. of Units	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Unitholdings	
		No. of Units	%
Address			

or failing either or both of the persons, referred to above, the Chairman of the Annual General Meeting ("**AGM**") of NetLink NBN Trust as my/our proxy/proxies to vote for me/us on my/our behalf at the AGM to be convened at the Ballroom at Level 2, Conrad Centennial Singapore, Two Temasek Boulevard, Singapore 038982 on Wednesday, 19 July 2023 at 2.00 p.m. (Singapore time) and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Resolutions proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

(Voting will be conducted by poll. If you wish to cast or exercise all your votes "for" or "against" or abstain from voting on a resolution, please indicate with an "X" in the "For" or "Against" or "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of votes as appropriate. **If you appoint the Chairman of the AGM as your proxy and in the absence of specific directions in respect of a resolution, the Chairman of the AGM as proxy will vote or abstain from voting at his/her discretion.**)

No.	Resolutions	For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1	Receive and Adopt the Report of the Trustee-Manager, Statement by the Trustee-Manager and the Audited Financial Statements of NetLink NBN Trust for the financial year ended 31 March 2023 together with the Independent Auditor's Report therein (Ordinary Resolution)			
2	Re-appoint Deloitte & Touche LLP as Auditors of NetLink NBN Trust and authorise Directors to fix their remuneration (Ordinary Resolution)			
<b>SPECIAL BUSINESS</b>				
3	Authority to issue new units in NetLink NBN Trust (Ordinary Resolution)			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

\_\_\_\_\_  
Signature of Unitholder(s) or, Common Seal of Corporate Unitholder

Total number of Units in:	No. of Units
(a) CDP Register	
(b) Register of Unitholders	

Postage will be  
paid by  
addressee.

For posting in  
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BUSINESS REPLY SERVICE  
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NetLink NBN Management Pte. Ltd.  
(as Trustee-Manager of NetLink NBN Trust)  
c/o Boardroom Corporate & Advisory Services Pte. Ltd.  
1 Harbourfront Avenue  
#14-07 Keppel Bay Tower  
Singapore 098632

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**IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW**

**Notes to the Proxy Form:**

1. A Unitholder should insert the total number of Units held in the Proxy Form. If the Unitholder has Units entered against his or her name in the Depository Register maintained by The Central Depository (Pte) Limited ("CDP"), he or she should insert that number of Units. If the Unitholder has Units registered in his or her name in the Register of Unitholders, he or she should insert that number of Units. If the Unitholder has Units entered against his or her name in the said Depository Register and Units registered in his or her name in the Register of Unitholders, he or she should insert the aggregate number of Units entered against his or her name in the Depository Register and registered in his or her name in the Register of Unitholders. If no number is inserted, the Proxy Form will be deemed to relate to all the Units held by the Unitholder.
2. A Unitholder of NetLink NBN Trust who is not a relevant intermediary is entitled to attend and vote at a meeting of NetLink NBN Trust and is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder of NetLink NBN Trust.
3. Where a Unitholder appoints two proxies, he/she must specify the proportion of his/her unitholding (expressed as a percentage of the whole) to be represented by each proxy. Where a Unitholder appoints two proxies and does not specify the proportion of his/her unitholding to be represented by each proxy, then the Units held by the Unitholder are deemed to be equally divided between the proxies.
4. A Unitholder of NetLink NBN Trust who is a relevant intermediary is entitled to attend the meeting of NetLink NBN Trust and is entitled to appoint more than two proxies to attend and vote instead of the Unitholder, but each Unitholder must be appointed to exercise the rights attached to a different unit or units held by such Unitholder. Where such Unitholder appoints more than two proxies, the appointments shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed.  
**"Relevant intermediary"** means:
  - (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 Units 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 Units in that capacity; or
  - (c) (if applicable) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore (the "**Central Provident Fund Act**"), in respect of Units purchased under the subsidiary legislation made under the Central Provident Fund 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 Central Provident Fund Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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5. The instrument appointing a proxy(ies) must be submitted in the following manner:
  - (a) if submitted by post, be lodged at the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632;
  - (b) if submitted via email, at [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com),in either case, not later than **2.00 p.m. on 17 July 2023**.  
A Unitholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or sending it by email to the email address provided above.  
**Unitholders are strongly encouraged to submit completed Proxy Forms electronically.**
6. The Proxy Form must be executed under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of the appointor or of his or her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Trustee-Manager), if the Proxy Form is submitted by post, must be lodged with the Proxy Form (or if submitted electronically via email, be emailed with the Proxy Form), failing which the Proxy Form may be treated as invalid.
7. Completion and return of the instrument appointing a proxy(ies) shall not preclude a Unitholder from attending and voting at the AGM. Any appointment of a proxy(ies) shall be deemed to be revoked if a Unitholder attends the AGM in person, and in such event, the Trustee-Manager reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the AGM.
8. The Trustee-Manager shall be entitled to reject the instrument appointing a proxy(ies) 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 instrument appointing a proxy(ies) (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing a proxy(ies)). In addition, in the case of Unitholders whose Units are entered against their names in the Depository Register, the Trustee-Manager may reject any instrument appointing a proxy(ies) lodged if such Unitholders are not shown to have Units entered against their names in the Depository Register as at 48 hours before the time appointed for the AGM, as certified by CDP to the Trustee-Manager.

**SINGAPORE NBN TRUST**  
**(also known as “TM Shares Trust”)**

(a trust constituted by a deed of trust dated 21 February 2017  
with DBS Trustee Limited acting as Share Trustee)

DBS Trustee Limited (as share trustee of the TM Shares Trust) (the “**Share Trustee**”) holds the shares of NetLink NBN Management Pte. Ltd. (being the trustee-manager of NetLink NBN Trust, the “**Trustee-Manager**”) on trust for the benefit of the beneficiaries of the TM Shares Trust (being the unitholders of NetLink NBN Trust, the “**Unitholders**”) pari passu, each of whom has an undivided interest in the Trustee-Manager in proportion to their respective percentage of units held or owned by each of them in NetLink NBN Trust. The deed constituting the TM Shares Trust entered into between the Share Trustee and the Trustee-Manager (the “**TM Shares Trust Deed**”) provides that the Trustee-Manager agrees and undertakes to call and hold meetings and proceedings of the beneficiaries of the TM Shares Trust for the purposes of the TM Shares Trust Deed in accordance with the deed of trust constituting NetLink NBN Trust. The TM Shares Trust Deed also provides that all rights of voting conferred by the shares in the Trustee-Manager shall be exercised by the Share Trustee in accordance with the relevant resolutions passed by the Unitholders.

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Sixth Annual General Meeting (“**AGM**”) of Singapore NBN Trust will be convened and held at the Ballroom at Level 2, Conrad Centennial Singapore, Two Temasek Boulevard, Singapore 038982 on Wednesday, 19 July 2023 at 3.00 p.m. (Singapore time) (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of NetLink NBN Trust to be held at 2.00 p.m. on the same day) to transact the following business:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Trustee-Manager for the financial year ended 31 March 2023 and the Independent Auditors’ Report therein.

**(Ordinary Resolution 1)**
  
2. To approve the payment of Directors’ fees of up to S\$1,076,000 for the financial year ending 31 March 2024, payable quarterly in arrears. (2023: up to S\$1,076,000)  
[See Explanatory Note (i)]

**(Ordinary Resolution 2)**
  
3. To re-appoint Deloitte & Touche LLP as Auditors of the Trustee-Manager to hold office until the conclusion of the next Annual General Meeting of the Trustee-Manager and to authorise the Directors of the Trustee-Manager to fix their remuneration.

**(Ordinary Resolution 3)**

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

4. To re-elect Mr Chaly Mah Chee Kheong who will retire as Director of the Company and who, being eligible, will offer himself for re-election.  
[See Explanatory Note (ii)]

**(Ordinary Resolution 4)**

5. To re-elect Mr William Woo Siew Wing who will retire as Director of the Company and who, being eligible, will offer himself for re-election.  
[See Explanatory Note (ii)] **(Ordinary Resolution 5)**
  
6. To re-elect Mr Tong Yew Heng who will retire as Director of the Company and who, being eligible, will offer himself for re-election.  
[See Explanatory Note (ii)] **(Ordinary Resolution 6)**
  
7. To re-elect Mr Quah Kung Yang, who will retire as Director of the Company pursuant to Article 89 of the Constitution of the Company and who, being eligible, will offer himself for re-election.  
[See Explanatory Note (iii)] **(Ordinary Resolution 7)**
  
8. To transact any other ordinary business that may be properly transacted at an Annual General Meeting.

By Order of the Board

**NetLink NBN Management Pte. Ltd.**

(Company Registration Number: 201704783K)

(as Trustee-Manager of NetLink NBN Trust)

Eunice Hooi

Albert Lim Aik Seng

Company Secretaries

Singapore, 23 June 2023

With a copy to DBS Trustee Limited (as share trustee of Singapore NBN Trust)

## EXPLANATORY NOTES:

- (i) Ordinary Resolution 2 is to endorse the payment of Directors' fees up to S\$1,076,000. Unitholders are conferred the right to endorse the payment of the Directors' fees to the Directors of the Trustee-Manager before the Share Trustee approves the payment of the Directors' fees at the Annual General Meeting of the Trustee-Manager.

Ordinary Resolution 2 will facilitate the payment of Directors' fees during the financial year ending 31 March 2024 in which the fees are to be incurred. The amount is computed based on the Director's fees framework as disclosed on page 53 in the Corporate Governance Report of NetLink NBN Trust and also caters for additional fees (if any) which may be payable due to additional Board or Board Committee members being appointed in the course of the financial year ending 31 March 2024. In the event that payments are required to be made to the Directors in excess of the amount proposed, approval will be sought at next year's Annual General Meeting before such payments are made.

- (ii) Ordinary Resolutions 4, 5 and 6 are to endorse the re-election of Directors who are retiring by rotation. Unitholders are conferred the right to endorse the re-election of each Director before the Share Trustee approves the re-election at the Annual General Meeting of the Trustee-Manager.

Notwithstanding that Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST") does not apply to NetLink NBN Trust and the Constitution of the Trustee-Manager and the TM Shares Trust Deed do not provide for Directors of the Trustee-Manager to retire at each Annual General Meeting, it is the current intention of the Trustee-Manager that each Director of the Trustee-Manager shall retire from office at least once every three years and for this purpose, at each Annual General Meeting of the Trustee-Manager, one-third of the Directors for the time being shall retire from office by rotation and shall be eligible for re-election at that Annual General Meeting (in line with Rule 720(5) of the Listing Manual of the SGX-ST).

Mr Chaly Mah Chee Kheong will, upon re-election as Director of the Company, continue to serve as Board Chairman, Chairman of the Nominating and Remuneration Committees and Member of the Risk and Regulatory Committee. Mr Chaly Mah Chee Kheong is an Independent Director.

Mr William Woo Siew Wing will, upon re-election as Director of the Company, continue to serve as Member of the Nominating Committee. Mr William Woo Siew Wing is a Non-Executive and Non-Independent Director.

Mr Tong Yew Heng will, upon re-election as Director of the Company, continue to serve as Chief Executive Officer. As an Executive Director, Mr Tong Yew Heng is a Non-Independent Director.

The profile of each of the retiring directors can be found on pages 28, 33 and 35 respectively in the Annual Report of NetLink NBN Trust.

For information relating to the retiring directors, please refer to the "Additional Information on Directors seeking re-election" section in the TM Shares Trust Report for the financial year ended 31 March 2023 as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST.

- (iii) Ordinary Resolution 7 is to endorse the re-election of Mr Quah Kung Yang who is retiring pursuant to Article 89 of the Constitution of the Company. Unitholders are conferred the right to endorse Mr Quah Kung Yang's re-election as Director before the Share Trustee approves his re-election at the Annual General Meeting of the Trustee-Manager. Mr Quah Kung Yang will, upon re-election as Director of the Company, continue to serve as a Member of the Risk and Regulatory Committee. Mr Quah Kung Yang is a Non-Executive and Non-Independent Director.

For information relating to Mr Quah Kung Yang, please refer to the "Additional Information on Directors seeking re-election" section in the TM Shares Trust Report for the financial year ended 31 March 2023 as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST.

The profile of Mr Quah Kung Yang can be found on page 34 in the Annual Report of NetLink NBN Trust.

## IMPORTANT NOTES:

1. The AGM will be held in a wholly physical format. **There will be no option for Unitholders to participate virtually.**
2. Details of the steps for registration, submission of questions and voting at the AGM by Unitholders, including SRS investors, amongst others, are set out in NetLink NBN Trust's announcement dated 23 June 2023 which has been uploaded together with this Notice of AGM on the SGX website and NetLink NBN Trust's website on the same day. The announcement and this Notice of AGM may also be accessed at NetLink NBN Trust's website at URL: <https://netlinknbn.com/agm2023.html>.
3. Unitholders may participate in the AGM by:
  - (a) attending the AGM in person;
  - (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
  - (c) voting at the AGM (i) themselves personally; or (ii) through their appointed proxy(ies) or corporate representative(s).

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

Persons who hold their Units through a relevant intermediary, other than SRS investors, who wish to (a) attend the AGM; (b) submit questions in advance of, or "live" at the AGM; and/or (c) appoint the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should approach their respective relevant intermediaries through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

4. A Unitholder, who is not a relevant intermediary, is entitled to attend and vote at the AGM, and is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder. Where a Unitholder appoints two proxies and does not specify the number of Units to be represented by each proxy, then the Units held by the Unitholder are deemed to be equally divided between the proxies.
5. A Unitholder, who is a relevant intermediary, may appoint more than two proxies to exercise all or any of its rights to attend, speak and vote at the AGM, provided that each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder.

**"Relevant intermediary"** has the same meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

6. Where a Unitholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy. In the absence of specific directions in respect of a resolution, the Chairman of the AGM as proxy will vote or abstain from voting at his/her discretion.
7. The instrument appointing a proxy(ies) must be submitted in the following manner:
  - (a) if submitted by post, be lodged at the Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(b) by email, be received at [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com),

in either case, no later than **3.00 p.m. on 17 July 2023**.

8. A corporation, being a Unitholder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of Unitholders and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual, in accordance with the deed of trust dated 19 June 2017 (as amended and restated by the Amending and Restating Deeds dated 25 July 2018, 28 September 2020, 19 July 2021 and 20 July 2022) constituting NetLink NBN Trust.
9. The Chairman of the AGM, as a proxy, need not be a Unitholder of the Company.
10. A Unitholder (including SRS investor) may submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM, in the following manner by **5.00 p.m. on 11 July 2023**:
  - (a) by post and lodging the same at the Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632;
  - (b) via email at [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com); or
  - (c) via the AGM website at URL: <https://netlinknbn.com/agm2023.html>.

Unitholders submitting questions by post or email must provide their full name, address and the manner in which Unitholders hold Units in NetLink NBN Trust (via CDP or SRS), before submitting it by post to the address provided above or sending it by email to the email address provided above.

#### **PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Trustee-Manager (or its agents or service providers) for the purpose of the processing and administration by the Trustee-Manager (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Trustee-Manager (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Trustee-Manager (or its agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Trustee-Manager (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Trustee-Manager in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.



# PROXY FORM ANNUAL GENERAL MEETING

## SINGAPORE NBN TRUST

(a trust constituted by a deed of trust dated 21 February 2017 with DBS Trustee Limited acting as Share Trustee)

### IMPORTANT:

- PLEASE READ THE NOTES TO THE PROXY FORM OVERLEAF. There will be no option for Unitholders to participate virtually.**
- Details of the steps for registration, submission of questions and voting at the AGM by Unitholders, including SRS investors, amongst others, are set out in the accompanying announcement by NetLink NBN Trust dated 23 June 2023. This announcement may be accessed at NetLink NBN Trust's website at the URL: <https://www.netlinknbn.com/agm2023.html> and on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.
- SRS investors:
  - may vote at the AGM if they are appointed as proxy(ies) by their SRS Operators and should contact their SRS Operators if they have queries regarding their appointment as proxy(ies); or
  - may appoint the Chairman of the AGM as proxy on their behalf at the AGM, in which case they should approach their SRS Operators to submit their votes by 5.00 p.m. on 7 July 2023.
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the Unitholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 23 June 2023.
- Coffee, tea and bottled water will be served at the AGM.

This proxy form has been made available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements> and may be accessed at NetLink NBN Trust's website at the URL: <https://www.netlinknbn.com/agm2023.html>. A printed copy of this proxy form will also be despatched to Unitholders.

I/We, \_\_\_\_\_ NRIC/Passport No./Co. Reg. No. \_\_\_\_\_

of \_\_\_\_\_

as a beneficiary/beneficiaries of Singapore NBN Trust (being the unitholder/unitholders of NetLink NBN Trust, the "Unitholder"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Unitholdings in Singapore NBN Trust <sup>#</sup>	
		No. of Units held in NetLink NBN Trust	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Unitholdings in Singapore NBN Trust <sup>#</sup>	
		No. of Units held in NetLink NBN Trust	%
Address			

or failing either or both of the persons, referred to above, the Chairman of the Annual General Meeting ("AGM") of Singapore NBN Trust as my/our proxy/proxies to vote for me/us on my/our behalf at the AGM to be convened at the Ballroom at Level 2, Conrad Centennial Singapore, Two Temasek Boulevard, Singapore 038982 on Wednesday, 19 July 2023 at 3.00 p.m. (Singapore time) (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of NetLink NBN Trust to be held at 2.00 p.m. on the same day) and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Resolutions proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

(Voting will be conducted by poll. If you wish to cast or exercise all your votes "for" or "against" or abstain from voting on a resolution, please indicate with an "X" in the "For" or "Against" or "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of votes as appropriate. **If you appoint the Chairman of the AGM as your proxy and in the absence of specific directions in respect of a resolution, the Chairman of the AGM as proxy will vote or abstain from voting at his/her discretion.**)

No.	Resolutions	For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1	To receive and adopt the Directors' Statement and the Audited Financial Statements of the Trustee-Manager for the financial year ended 31 March 2023 and the Independent Auditors' Report therein			
2	To approve the payment of Directors' fees of up to S\$1,076,000 to the Directors of the Trustee-Manager for the financial year ending 31 March 2024, payable quarterly in arrears.			
3	To re-appoint Deloitte & Touche LLP as Auditors of the Trustee-Manager and authorise Directors of the Trustee-Manager to fix their remuneration			
No.	Resolutions	For	Against	Abstain
<b>SPECIAL BUSINESS</b>				
4	To re-elect Mr Chaly Mah Chee Kheong as Director of the Trustee-Manager			
5	To re-elect Mr William Woo Siew Wing as Director of the Trustee-Manager			
6	To re-elect Mr Tong Yew Heng as Director of the Trustee-Manager			
7	To re-elect Mr Quah Kung Yang as Director of the Trustee-Manager			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

\_\_\_\_\_  
Signature of Unitholder(s) or, Common Seal of Corporate Unitholder

# Under the deed of trust constituting Singapore NBN Trust, each holder of units in NetLink NBN Trust has an undivided interest in the shares of the Trustee-Manager in proportion to such holder's percentage of Units held or owned in NetLink NBN Trust. Accordingly, each holder of units in NetLink NBN Trust will have voting rights which are proportionate to his/her/its unitholding in NetLink NBN Trust.

Total number of Units in:	No. of Units
(a) CDP Register	
(b) Register of Unitholders	

Postage will be  
paid by  
addressee.

For posting in  
Singapore only.

BUSINESS REPLY SERVICE  
PERMIT NO. 09471



NetLink NBN Management Pte. Ltd.  
(as Trustee-Manager of NetLink NBN Trust)  
c/o Boardroom Corporate & Advisory Services Pte. Ltd.  
1 Harbourfront Avenue  
#14-07 Keppel Bay Tower  
Singapore 098632

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**IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW**

**Notes to the Proxy Form:**

1. A Unitholder should insert the total number of Units held in the Proxy Form. If the Unitholder has Units entered against his or her name in the Depository Register maintained by The Central Depository (Pte) Limited ("CDP"), he or she should insert that number of Units. If the Unitholder has Units registered in his or her name in the Register of Unitholders, he or she should insert that number of Units. If the Unitholder has Units entered against his or her name in the said Depository Register and Units registered in his or her name in the Register of Unitholders, he or she should insert the aggregate number of Units entered against his or her name in the Depository Register and registered in his or her name in the Register of Unitholders. If no number is inserted, the Proxy Form will be deemed to relate to all the Units held by the Unitholder.
2. A Unitholder of NetLink NBN Trust who is not a relevant intermediary is entitled to attend and vote at a meeting of Singapore NBN Trust and is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder of NetLink NBN Trust.
3. Where a Unitholder appoints two proxies, he/she must specify the proportion of his/her unitholding (expressed as a percentage of the whole) to be represented by each proxy. Where a Unitholder appoints two proxies and does not specify the proportion of his/her unitholding to be represented by each proxy, then the Units held by the Unitholder are deemed to be equally divided between the proxies.
4. A Unitholder of NetLink NBN Trust who is a relevant intermediary is entitled to attend the meeting of Singapore NBN Trust and is entitled to appoint more than two proxies to attend and vote instead of the Unitholder, but each Unitholder must be appointed to exercise the rights attached to a different unit or units held by such Unitholder. Where such Unitholder appoints more than two proxies, the appointments shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed.  
**"Relevant intermediary"** means:
  - (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 Units 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 Units in that capacity; or
  - (c) (if applicable) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore (the "**Central Provident Fund Act**"), in respect of Units purchased under the subsidiary legislation made under the Central Provident Fund 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 Central Provident Fund Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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5. The instrument appointing a proxy(ies) must be submitted in the following manner:
  - (a) if submitted by post, be lodged at the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632;
  - (b) if submitted via email, at [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com).in either case, not later than **3.00 p.m. on 17 July 2023**.  
A Unitholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or sending it by email to the email address provided above.  
**Unitholders are strongly encouraged to submit completed Proxy Forms electronically.**
6. The Proxy Form must be executed under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of the appointor or of his or her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Trustee-Manager), if the Proxy Form is submitted by post, must be lodged with the Proxy Form (or if submitted electronically via email, be emailed with the Proxy Form), failing which the Proxy Form may be treated as invalid.
7. Completion and return of the instrument appointing a proxy(ies) shall not preclude a Unitholder from attending and voting at the AGM. Any appointment of a proxy(ies) shall be deemed to be revoked if a Unitholder attends the AGM in person, and in such event, the Trustee-Manager reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the AGM.
8. The Trustee-Manager shall be entitled to reject the instrument appointing a proxy(ies) 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 instrument appointing a proxy(ies) (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing a proxy(ies)). In addition, in the case of Unitholders whose Units are entered against their names in the Depository Register, the Trustee-Manager may reject any instrument appointing a proxy(ies) lodged if such Unitholders are not shown to have Units entered against their names in the Depository Register as at 48 hours before the time appointed for the AGM, as certified by CDP to the Trustee-Manager.