

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred your shares (“**Shares**”) in the capital of SITRA HOLDINGS (INTERNATIONAL) LIMITED (the “**Company**”) held through Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular, the Notice of Extraordinary General Meeting (the “**EGM**”) and the accompanying Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular, the Notice of EGM and the accompanying Proxy Form to be sent to the purchaser or the transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately forward this Circular together with the Notice of EGM and the accompanying Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer of Shares was effected, for onward transmission to the purchaser or the transferee.

The contents of this Circular have been reviewed by the Company’s Sponsor, RHT Capital Pte. Ltd. (the “**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The Sponsor has not independently verified the contents of this Circular.

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

The contact person for the Sponsor is Mr Leong Weng Tuck, Registered Professional, 6 Raffles Quay, #24-02, Singapore 048580, sponsor@rhtqoc.com.

This Circular has been made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. **A printed copy of this Circular will NOT be despatched to Shareholders.**

In view of the current COVID-19 situation and in light of the advisories issued by the relevant authorities in Singapore as well as the related safe distancing measures in Singapore, Shareholders will not be able to attend the EGM (as defined herein) in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via “live” audio-visual webcast or listening to the EGM proceedings via “live” audio-only stream, (b) submitting questions in advance of the EGM, and/or (c) voting by appointing the Chairman of the EGM as proxy at the EGM. Please refer to paragraph 6.3 of this Circular and the Notice of EGM set out in page N-1 for further information, including the steps to be taken by Shareholders to participate at the EGM.

Shareholders should note that the Company may make further changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 (Temporary Measures) Act 2020 and any regulations promulgated thereunder (including the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company as may be made from time to time on SGXNet.



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

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED CHANGE OF AUDITORS FROM NEXIA TS PUBLIC ACCOUNTING CORPORATION TO MOORE STEPHENS LLP

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	24 November 2021 at 9.30 a.m.
Date and time of Extraordinary General Meeting	:	26 November 2021 at 9.30 a.m.
Place of Extraordinary General Meeting	:	The Extraordinary General Meeting will be held by way of electronic means.

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DEFINITIONS

In this Circular, the following definitions apply throughout unless the context requires otherwise or unless otherwise stated:

"Accountants Act"	:	The Accountants Act (Chapter 2) of Singapore, as amended, supplemented or modified from time to time
"ACRA"	:	The Accounting and Corporate Regulatory Authority of Singapore
"AGM"	:	An annual general meeting of the Company
"Audit Committee"	:	The audit committee of the Company as at the date of this Circular, unless otherwise stated
"Auditors"	:	The external auditors of the Company as appointed from time to time
"Board"	:	The board of directors of the Company as at the date of this Circular or from time to time, as the case may be
"Catalist"	:	The sponsor-supervised listing platform of the SGX-ST
"Catalist Rules"	:	Section B: Catalist Rules of the Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time
"CDP"	:	The Central Depository (Pte) Limited
"Chairman of the EGM"	:	Has the meaning ascribed to it in Section 6.3(b)
"Circular"	:	This circular dated 10 November 2021
"Companies Act"	:	The Companies Act, Cap. 50 of Singapore
"Company"	:	Sitra Holdings (International) Limited
"Constitution"	:	The constitution of the Company, as amended, modified or supplemented from time to time
"Director"	:	A director of the Company as at the date of this Circular or from time to time, as the case may be
"EGM"	:	The extraordinary general meeting of the Company to be convened and held via electronic means, notice of which is set out in this Circular
"Group"	:	The Company and its subsidiaries collectively

DEFINITIONS

“ Latest Practicable Date ”	:	3 November 2021, being the latest practicable date prior to the issue of this Circular
“ Moore Stephens ”	:	Moore Stephens LLP
“ Nexia TS ”	:	Nexia TS Public Accounting Corporation
“ Notice of EGM ”	:	The notice of EGM which is set out on page N-1 of this Circular
“ Ordinary Resolution ”	:	The ordinary resolution in relation to the Proposed Change of Auditors
“ Proposed Change of Auditors ”	:	The proposed change of Auditors, from Nexia TS to Moore Stephens
“ Proxy Form ”	:	The proxy form in respect of the EGM set out in this Circular
“ Register of Members ”	:	Has the meaning ascribed to it in paragraph 6.1 of this Circular
“ SGX-ST ”	:	Singapore Exchange Securities Trading Limited
“ Shares ”	:	Ordinary shares in the capital of the Company
“ Shareholders ”	:	Registered holders of the Shares, except that where the registered holder is CDP, the term “ Shareholders ” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with those Shares
“ Sponsor ”	:	The continuing sponsor of the Company, RHT Capital Pte. Ltd.
“ SRS Investor ”	:	An investor who holds shares under the Supplementary Retirement Scheme
“ Substantial Shareholder ”	:	A person who has an interest or interests in one or more voting shares in the Company, and the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares of the Company

The terms “**Depositor**” and “**Depository Register**” shall have the respective meanings ascribed to them in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore.

The term “**subsidiary**” shall have the meaning ascribed to it in the Companies Act.

DEFINITIONS

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

References to persons shall, where applicable, include corporations.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated. Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any term defined under the Companies Act or the Catalist Rules, or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act or the Catalist Rules, or such modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in figures included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

Any reference to a date and/or time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

LETTER TO SHAREHOLDERS

SITRA HOLDINGS (INTERNATIONAL) LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 197901237E)

Directors:

Mr. Chew Hua Seng (Non-Executive Chairman)
Mr. Guo Shaozeng (Non-Executive Director)
Mr. Steven Chew Chiew Siang (Executive Director)
Mr. Michael Chin Sek Peng (Lead Independent Director)
Mr. Sim Guan Seng (Independent Director)
Mr. Chan Hock Keng (Independent Director)
Mr. Lim Kian Thong (Independent Director)

Registered Office

15 Hillview Terrace
Singapore 669226

11 November 2021

To: The Shareholders of Sitra Holdings (International) Limited

Dear Sir / Madam,

THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY FROM NEXIA TS PUBLIC ACCOUNTING CORPORATION TO MOORE STEPHENS LLP

1. INTRODUCTION

1.1. EGM

The Directors propose to convene an extraordinary general meeting by way of electronic means on Friday, 26 November 2021 at 9.30 a.m. (Singapore time) to seek Shareholders' approval for the Proposed Change of Auditors.

1.2. Purpose of this Circular

The purpose of this Circular is to explain the rationale for, and to provide Shareholders with the relevant information in connection with the Ordinary Resolution to be tabled at the EGM, and to seek Shareholders' approval for the resolution relating to the same. This Circular has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than the Shareholders) or for any other purpose.

The SGX-ST assumes no responsibility for the accuracy of any statements or opinions made or reports contained in this Circular.

LETTER TO SHAREHOLDERS

1.3. **Legal Adviser**

Donaldson & Burkinshaw LLP is the legal adviser to the Company as to Singapore law in relation to the Proposed Change of Auditors.

2. **THE PROPOSED CHANGE OF AUDITORS**

2.1. **Background and Rationale**

2.1.1 Nexia TS has been the Company's external auditor since 28 April 2008. At the last AGM of the Company held on 30 April 2021, Shareholders approved the re-appointment of Nexia TS as Auditors until the conclusion of the next AGM of the Company.

2.1.2 On 13 September 2021, Nexia TS issued the Company a notice notifying their resignation as auditor of the Company. The reason for the resignation of Nexia TS is to enable the management to get a fresh perspective from another audit firm and is part of the management's plans for rationalising its overall costs and expenses, and to enhance its cost efficiencies. Apart from the foregoing, the Board is not aware of any other reasons for Nexia TS's resignation.

2.1.3 Following the evaluation of the proposals from other accounting firms and after due deliberation, the Board, in consultation with the Audit Committee, having considered the needs of the Group and the Company, together with various factors such as the fee proposal and credentials of the proposed audit team, nominated and recommended Moore Stephens to replace Nexia TS as the Auditors of the Company.

2.1.4 The Audit Committee has considered several reputable audit firms in Singapore, and in reviewing and deliberating on their suitability, Moore Stephens was selected, after taking into account, *inter alia*, the Group's audit requirements, the adequacy of the resources and experience, the audit engagement partner assigned to the audit, the other audit engagements of Moore Stephens and the number and experience of supervisory and professional staff to be assigned to the audit of the Group. The Board and the Audit Committee has also considered ACRA's Audit Quality Indicators Disclosure Framework issued in assessing the suitability of Moore Stephens. Based on the foregoing, The Board and the Audit Committee are of the opinion that Moore Stephens will be able to fulfil the audit requirements without compromising the standard and effectiveness of the audit of the Company and its Singapore subsidiaries. Moore Stephens has, on 24 September 2021, given their written consent to act as the Auditors, subject to the approval of the Shareholders at the EGM.

2.1.5 In view of the above reasons, the Board is of the opinion that the Proposed Change of Auditors is in the best interests of the Company and the Shareholders. The ordinary resolution for the Shareholders to approve the Proposed Change of Auditors is set out in the Notice of EGM.

2.1.6 The Board wishes to express its appreciation for the past services rendered by Nexia TS.

LETTER TO SHAREHOLDERS

2.2 Information on Moore Stephens and the Audit Engagement Partner

The information on and the audit engagement partner provided below was provided to the Company by Moore Stephens and its representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

Moore Stephens has been established in Singapore for more than 30 years. Since then, they have grown, together with their associate firms, to a leading accountancy and consulting association with approximately 200 partners and staff.

Moore Stephens is a member firm of Moore Global Network Limited, which is regarded as one of the world's leading accounting and consulting associations with 600 offices in 110 countries and more than 30,000 partners and professionals. Moore Stephens provides services to a diverse range of clients, from large corporations, listed companies to private businesses, entrepreneurs and individuals across a broad array of industry sectors. They are a firm of Chartered Accountants of Singapore registered with ACRA and has significant experience acting as auditors for companies listed on the SGX-ST. For more information about Moore Stephens, please visit its website at <https://www.mooresingapore.com>.

Mr Neo Keng Jin will act as the audit engagement partner and who will be responsible for all audit-signoffs for the Singapore-incorporated entities. Mr Neo has more than 25 years of audit experience in providing audit and assurance services to a variety of clients, including public companies listed on the SGX-ST. Mr Neo is currently the Head of Audit, Assurance and Advisory Divisions and a member of the Moore Asia Pacific Regional Council. He has previously served as a panel member of ACRA's Investigation and Disciplinary Committee and ISCA – Financial Statements Review Committee. Mr Neo is a practicing member of the Institute of Singapore Chartered Accountants and also a Chartered Valuer and Appraiser.

2.3 Requirement under the Companies Act to obtain the written consent from ACRA

The Proposed Change of Auditors is subject to the written consent from ACRA. Nexia TS had on 13 September 2021 applied to ACRA to seek ACRA's consent to resign as auditors of the Company. On 6 October 2021, Nexia TS received ACRA's consent to resign as auditors of the Company.

2.4 Compliance with Catalist Rules

2.4.1 Rule 712

- (i) Pursuant to Rule 712(1) of the Catalist Rules, the Directors and the Audit Committee, having considered the adequacy of the resources and experience of Moore Stephens and the audit partner-in-charge assigned to the audit, the size and complexity of the Group's operations, and the number and experience of supervisory and professional staff assigned to the audit, are of the opinion that the appointment of Moore Stephens as the Auditors will be able to meet the audit requirements of the Company and its Singapore subsidiaries.

LETTER TO SHAREHOLDERS

- (ii) As required under rule 712(2) of the Catalist Rules, Moore Stephens is a firm of chartered accountants registered with ACRA. The audit engagement partner, Mr Neo Keng Jin, is a public accountant under the Accountants Act.
- (iii) Pursuant to Rule 712(3) of the Catalist Rules, a change in the auditors of the Company must be specifically approved by Shareholders in a general meeting. Accordingly, the resignation of Nexia TS and the appointment of Moore Stephen will only take effect upon the approval of the Shareholders at the EGM for the Proposed Change of Auditors.
- (iv) In accordance with Rule 712(3) of the Catalist Rules:
 - (a) the outgoing auditors, Nexia TS, via its professional clearance letter date 13 September 2021, have confirmed that it is not aware of any professional reasons why Moore Stephens should not accept appointment as Auditors;
 - (b) the Company confirms that there are no disagreements with Nexia TS on accounting treatments within the last 12 months;
 - (c) the Company confirms that it is not aware of any circumstances connected with the resignation of Nexia TS as Auditors that should be brought to the attention of the Shareholders which has not been disclosed in this Circular;
 - (d) the Company confirms that the reason for the resignation of Nexia TS is to enable the management to get a fresh perspective from another audit firm and to benchmark its audit fees and realise any cost efficiencies; and
 - (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Moore Stephens as its new Auditors.

2.4.2 Rule 715

In accordance with Rule 715 of the Catalist Rules, in addition to being appointed as Auditor, Moore Stephens is also proposed to be appointed as the auditor of all of the Company's subsidiaries incorporated in Singapore. The Company's foreign-incorporated subsidiaries, (i) Mapur Rocky Resort Limited and (ii) PT Jaya Raya Trasindo and PT Bintan Resort are located in British Virgin Islands and Indonesia, respectively, and their accounts will be reviewed by Moore Stephens for consolidation purpose. The Company's subsidiary, Societe 3A, will be audited by Malandain Associes (France).

2.5 **Audit Committee's Recommendation**

The Audit Committee has reviewed the reasons as elaborated in Section 2.1 above, and recommends the Proposed Change of Auditors after taking into consideration and having satisfied itself of the suitability and independence of Moore Stephens and compliance with the requirements of the Catalist Rules as set out above.

LETTER TO SHAREHOLDERS

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- 3.1 Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders, as at the Latest Practicable Date, the shareholding interests of the Directors and the Substantial Shareholders are set out below:

Directors	Direct Interest (No. of Shares)	Deemed Interest (No. of Shares)	Total Interest (Direct and Deemed)	
			No. of Shares	% ⁽²⁾
Chew Hua Seng	654,033,520	-	654,033,520	44.09
Guo Shaozeng	364,313,780	-	364,313,780	24.56
Steven Chew Chiew Siang	24,393,900	-	24,393,900	1.64
Michael Chin Sek Peng	6,300,000	-	6,300,000	0.04
Sim Guan Seng	-	-	-	-
Chan Hock Keng	-	-	-	-
Lim Kian Thong	-	-	-	-
Substantial Shareholders				
Chew Ah Ba George ⁽¹⁾	120,949,081	86,029,318	206,978,399	13.95
Tan Teresa ⁽¹⁾	86,029,318	120,949,081	206,978,399	13.95

Notes:

- (i) By virtue of Section 4 of the Securities and Futures Act (Cap. 289), Chew Ah Ba, George is deemed to have an interest in the shareholdings of his spouse, Mdm Tan Teresa and vice versa.
- (ii) Based on 1,483,300,000 issued Shares in the capital of the Company as at the Latest Practicable Date.

Save as disclosed in this Circular, the Directors and the Substantial Shareholders of the Company do not have any interest, whether direct or indirect, in the Shares.

4. DIRECTORS' RECOMMENDATIONS

The Directors after having considered amongst other things, the background and the rationale of the Proposed Change of Auditors and the Audit Committee's recommendation, is of the opinion that the Proposed Change of Auditors is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the ordinary resolution in respect of the Proposed Change of Auditors set out in the Notice of EGM.

LETTER TO SHAREHOLDERS

5. **EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on page N-1 of this Circular, will be held by way of electronic means on Friday, 26 November 2021 at 9.30 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolution relating to the Proposed Change of Auditors.

6. **ACTIONS TO BE TAKEN BY SHAREHOLDERS**

6.1 **Notice of EGM, Circular and Proxy Form**

Printed copies of the Notice of EGM, this Circular and the Proxy Form will not be sent to Shareholders. The Notice of EGM, this Circular and the Proxy Form may be accessed on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

6.2 **Attendance at the EGM**

Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, the EGM will be held by way of electronic means and Shareholders will NOT be able to attend the EGM in person.

6.3 **Participation at the EGM**

Alternative arrangements have been made by the Company to allow Shareholders to participate at the EGM via electronic means. Such alternative arrangements include:

- (a) arrangements by which Shareholders may electronically access the EGM proceedings and observe and/or listen to the live audio-visual webcast or live audio-only stream;
- (b) arrangements by which Shareholders may submit questions to the chairman of the EGM (the "**Chairman of the EGM**") in advance of the EGM;
- (c) arrangements by which the Board and the management may address substantial and relevant questions prior to or at the EGM; and
- (d) arrangements by which Shareholders may appoint the Chairman of the EGM as is/her/its proxy to vote on his/her/its behalf at the EGM.

Details of key dates and/or timelines which Shareholders should take note of, including the steps for pre-registration for the live audio-visual webcast or live audio-only stream, submission of questions in advance of the EGM and submission of Proxy Forms to appoint the Chairman of the EGM to vote at the EGM are set out in the Notice of EGM at page N-2 of this Circular.

LETTER TO SHAREHOLDERS

6.4 Important Reminder

Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the EGM at short notice. For the latest updates on the arrangements for the EGM, Shareholders should check SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

7. **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

8. **DOCUMENTS AVAILABLE FOR INSPECTION**

8.1 Copies of the following documents may be inspected at the registered office of the Company at 15 Hillview Terrace Singapore 669226, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Constitution;
- (b) Nexia TS's notice of resignation;
- (c) the professional clearance letter in respect of the Company issued by Nexia TS to Moore Stephens dated 13 September 2021; and
- (d) Moore Stephens's letter to the Company dated 24 September 2021 in respect of its consent to act as Auditors of the Company and its Singapore-incorporated subsidiaries respectively.

8.2 In light of the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, any Shareholder who wishes to inspect the documents should contact the Company at +65 67423223 with the full name of the Shareholder and his/her/its identification number at least three (3) working days in advance to make a prior appointment to attend at the registered office of the Company to inspect the documents.

LETTER TO SHAREHOLDERS

8.3 The annual report of the Company for FY2020 may be accessed on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

Yours faithfully,

Steven Chew Chiew Siang
Executive Director

For and on behalf of
The Board of Directors of
SITRA HOLDINGS (INTERNATIONAL) LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING



SITRA HOLDINGS (INTERNATIONAL) LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 197901237E)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of Sitra Holdings (International) Limited (the "**Company**") will be convened and held by way of electronic means on Friday, 26 November 2021 at 9.30 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without any modifications, the following Ordinary Resolution:

All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 11 November 2021 (the "**Circular**") in relation to the Proposed Change of Auditors.

ORDINARY RESOLUTION: THE PROPOSED CHANGE OF AUDITORS

That:

- (i) the appointment of Moore Stephens LLP as Auditors in place of Nexia TS Public Accounting Corporation, with effect from the date of Shareholders' approval of this Ordinary Resolution to hold office until the conclusion of the next AGM at such remuneration and on such terms to be agreed between the Directors and Moore Stephens LLP be and is hereby approved; and
- (ii) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or the transactions authorised by this Ordinary Resolution.

BY ORDER OF THE BOARD

Steven Chew Chiew Siang
Executive Director
11 November 2021

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) This extraordinary general meeting (“EGM”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- (2) Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions before or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in this Notice of EGM. Please refer to below for the relevant steps and details for Shareholders to participate at the EGM.
- (3) In view of the current COVID-19 control measures in Singapore, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The Proxy Form is available on SGXNET.
- (4) The Chairman of the EGM, as proxy, need not be a member of the Company.
- (5) The Proxy Form must be submitted in the following manner:
 - (a) if submitted electronically, be submitted via email to the Company’s Share Registrar, Tricor Barbinder Share Registration Services at sg.is.proxy@sg.tricorglobal.com; or
 - (b) if submitted by post, be deposited at the at the office of the Company’s Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898, in either case, by 9.30 a.m. on 24 November 2021.

A member 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 before scanning and sending it by email to the email address provided above.

CPF or SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM.

In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed Proxy Forms electronically via email.

- (6) This Circular, the Notice of EGM and Proxy Form (the “Documents”) may be accessed on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>. Physical copies of these Documents will NOT be despatched to shareholders.

Personal Data Privacy:

By submitting the Proxy Form appointing the Chairman of the EGM as proxy to vote at the EGM and/or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM as

NOTICE OF EXTRAORDINARY GENERAL MEETING

proxy for the EGM and/or any adjournment thereof, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM and/or any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

NOTICE OF EXTRAORDINARY GENERAL MEETING

ADDITIONAL INFORMATION ON EXTRAORDINARY GENERAL MEETING ON FRIDAY, 26 NOVEMBER 2021 (“EGM”) TO BE HELD BY WAY OF ELECTRONIC MEANS

1. **Background.** The Board of Directors (the “**Board**”) of Sitra Holdings (International) Limited (the “**Company**”) refers to:
 - (a) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
 - (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) which sets out the alternative arrangements in respect of, inter alia, general meetings of companies;
 - (c) the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020 and 1 October 2020) which provides guidance on the conduct of general meetings amid the evolving COVID-19 situation during the period from 27 March 2020 to 30 June 2021; and
 - (d) The extension of the Order announced by the Ministry of Law (“**MinLaw**”) on 6 April 2021 which allows entities to conduct general meetings via electronic means, beyond 30 June 2021 and will continue in force until revoked or amended by MinLaw (the “**Extended Order**”).
2. **Date, time and conduct of EGM.** The Company wishes to announce that pursuant to the Extended Order, the EGM will be convened and held on 9.30 a.m. on Friday, 26 November 2021. (Singapore time) by way of electronic means to transact the business set out in the Notice of EGM.

The Company’s Non-Executive Chairman, Mr. Chew Hua Seng, will conduct the proceedings of the EGM. Substantial and relevant questions that are submitted by shareholders in advance will be addressed at the EGM or through an SGXNet announcement to be released before the EGM.

2. **Notice of EGM and Proxy Form.** The Notice of EGM and Proxy Form may be accessed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
4. **No personal attendance at EGM.** As the EGM will be held by way of electronic means, shareholders will not be able to attend the EGM in person.
5. **Pre-Registration.** Shareholders who wish to attend the EGM via live audio-visual webcast or live audio only stream, must pre-register at the pre-registration website at <https://globalmeeting.bigbangdesign.co/sitra/> by 9.30 a.m. on Wednesday, 24 November 2021 (“**Registration Cut-Off Date**”) to enable the Company to verify their status as shareholders.

Following the verification, authenticated shareholders will receive a confirmation email by 25 November 2021 which will contain login details to access the live audio-visual webcast or a toll-free number with details to access the live audio-only stream of the EGM proceedings.

Shareholders should not disclose such login details to persons who are not entitled to attend the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Shareholders who do not receive the confirmation email by 5.00 p.m. on 25 November 2021, but have registered by the 24 November 2021 deadline should contact our webcast service provider by email at webcast@bigbangdesign.co 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.

6. **Submission of Proxy Form.** In view of the current Covid-19 control measures in Singapore, the EGM will be held by electronic means and a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/ its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The Chairman of the EGM, as proxy, need not be a member of the Company. The Proxy Form is available on SGXNET. A member must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid. The Proxy Form must be submitted in the following manner:
- (a) if submitted electronically, be submitted via email to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at sg.is.proxy@sg.tricorglobal.com or
 - (b) if submitted by post, be deposited at the at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898,

in either case, by 9.30 a.m. on 24 November 2021.

A member 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 before scanning and sending it by email to the email address provided above.

Investors who hold shares through relevant intermediaries as defined in section 181 of the Companies Act, including CPF/SRS Investors who wish to appoint the Chairman of the EGM as proxy, should approach their respective agents to submit their votes by **16 November 2021** (at least seven (7) working days before the EGM) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf **by 9.30 a.m. on 24 November 2021**.

7. **Submission of Questions In Advance.** Shareholders can submit their questions related to the resolutions to be tabled at the EGM to the Chairman of the EGM, in advance of the EGM, via the pre-registration URL: <https://globalmeeting.bigbangdesign.co/sitra/> or by mail to sg.is.proxy@sg.tricorglobal.com or by post to the company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898.

When sending in your questions by post or by email, please also provide the following details:

- a. your full name;
- b. contact number;
- c. address;
- d. NRIC, passport number or company registration number;
- e. number of shares held; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

f. the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

All questions must be submitted by 9.30 a.m. on Wednesday, 24 November 2021. Shareholders will not be able to ask questions at the EGM live during the webcast or audio-stream.

The Company will endeavour to address all substantial and relevant questions related to the resolutions to be tabled for approval before or at the EGM. A summary of the questions and responses will be published on SGXNET.

8. **Important reminder.** Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to make further changes to its arrangements for the EGM at short notice. Shareholders should check SGXNet for the latest updates on the status of 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.

PROXY FORM

SITRA HOLDINGS (INTERNATIONAL) LIMITED

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

PROXY FORM

(Please see notes overleaf before completing
this Proxy Form)

IMPORTANT:

1. The EGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective SRS Operators to submit their votes at least seven (7) working days before the EGM.
3. By submitting this Proxy Form, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 11 November 2021.
4. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the EGM as a Shareholder's proxy to vote on his/her/its behalf at the EGM.

This form of proxy has been made available on SGXNet and may be accessed at the URL <https://www.sgx.com/securities/company-announcements>. A printed copy of this form of proxy will NOT be despatched to members.

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

of..... (Address)

being a member/members* of Sitra Holdings (International) Limited (the "**Company**") hereby appoint the **Chairman of the EGM**, as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting ("**EGM**" or the "**Meeting**") of the Company to be held by way of electronic means via "live" audio-visual webcast or "live" audio-only feed on **Friday, 26 November 2021 at 9.30 a.m.** (Singapore time) and at any adjournment thereof.

(Voting will be conducted by poll. If you wish the Chairman of the EGM as your proxy to cast all your votes for or against a resolution to be proposed at the EGM, please indicate with a "✓" in the space provided under "For" or "Against". If you wish the Chairman of the EGM as your proxy to abstain from voting on a resolution to be proposed at the EGM, please indicate with a "✓" in the space provided under "Abstain". Alternatively, please indicate the number of shares that the Chairman of the EGM as your proxy is directed to vote "For" or "Against" or to abstain from voting. **In the absence of specific directions, the appointment of the Chairman of the EGM as your proxy will be treated as invalid.**)

No.	Ordinary Resolution	Number of votes for ⁽¹⁾	Number of votes against ⁽¹⁾	Abstain ⁽¹⁾
1	To approve the Proposed Change of Auditors			

⁽¹⁾ If you wish to abstain or exercise all your votes "For" or "Against", please tick within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated thisday of2021

.....
Signature(s) of Shareholder(s) or,
Common Seal of Corporate Shareholder

Total Number of Shares in:	No. of Shares
(i) CDP Register	
(ii) Register of Members	
Total	

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM

PROXY FORM

Notes:

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/ its voting rights at the EGM. Please note that a member may not vote at the EGM otherwise than by way of appointing the Chairman of the EGM as the member's proxy.

Where a member (whether individual or corporate) appoints the Chairman of the EGM 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 proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

3. A member who is a relevant intermediary entitled to vote at the EGM must appoint the Chairman of the EGM to vote at the EGM instead of the member.

"Relevant intermediary" as defined in section 181 of the Companies Act means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Future Act, Chapter 289 of Singapore and who holds shares in that capacity; or
- (iii) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Central Provident Fund Act, Chapter 36 of Singapore, providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Investors who hold shares through relevant intermediaries as defined in section 181 of the Companies Act, including CPF/SRS CPF/SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at by 16 November 2021 in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by 9.30 a.m. on 24 November 2021.

4. The Chairman of the EGM, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:

PROXY FORM

- (i) if submitted electronically, be submitted via email to the Company's Share Registrar, Tricor Barbinder Share Registration Services at sg.is.proxy@sg.tricorglobal.com; or
- (ii) if submitted by post, be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898,

in either case, by no later than 9.30 a.m. on 24 November 2021, being at least 48 hours before the time for holding the EGM. A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before scanning and sending it by email to the email address provided above, or submitting it by post to the address provided above.

In view of the current COVID-19 situation in Singapore, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

- 6. The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its authorised officer(s) or its attorney duly authorised.
- 7. Where an instrument appointing the Chairman of the EGM as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) if the instrument appointing the Chairman of the EGM as proxy is submitted by post, be lodged with the instrument of proxy, if the instrument appointing the Chairman of the EGM as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.
- 8. The Company shall be entitled to reject an instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing Chairman of the EGM as proxy (including any related attachment). In addition, in the case of members whose shares entered against their names in the Depository Register, the Company may reject an instrument appointing the Chairman of the EGM as proxy lodged or submitted if such members are not shown to have shares against their names in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.
- 9. Members should take note that once this proxy form is submitted electronically via email to sg.is.proxy@sg.tricorglobal.com or posted/deposited to office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, they cannot change their vote as indicated in the box provided above.

Personal Data Privacy:

By submitting an instrument appointing a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 11 November 2021.