

ANNUAL GENERAL MEETING IN 2022

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders (“**Shareholders**”) of Sitra Holdings (International) Limited (the “**Company**”) will be held by way of electronic means on Friday, 29 April 2022 at 10.00 a.m. to transact the following businesses:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2021, the Directors’ Statement and the Auditors’ Report thereon. **(Resolution 1)**
 2. To re-elect Mr Chew Chiew Siang, Steven who retires by rotation in accordance with Article 91 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. **(Resolution 2)**
 3. To re-elect the following Directors who are retiring in accordance with Article 97 of the Company’s Constitution and who, being eligible, offers himself for re-election:
 - (a) Mr Sim Guan Seng **(Resolution 3)**
Mr Sim Guan Seng will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B, Rules of Catalist of the Singapore Exchange Securities Trading Limited (“Rules of Catalist”).
 - (b) Mr Chan Hock Keng **(Resolution 4)**
Mr Chan Hock Keng will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist.
 - (c) Mr Lim Kian Thong **(Resolution 5)**
Mr Lim Kian Thong will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist.
- [See Explanatory Note (a)]
4. To approve the payment of additional Directors’ fees of S\$21,666 for the financial year ended 31 December 2021. **(Resolution 6)**
[See Explanatory Note (b)]
 5. To approve the payment of Directors’ fees of S\$100,000 for the financial year ending 31 December 2022, payable quarterly in arrears (2021: S\$100,000). **(Resolution 7)**
[See Explanatory Note (c)]
 6. To re-appoint Moore Stephens LLP as external auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**
 7. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

AS Special Business

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:-

8. Authority to allot and issue shares

THAT pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Rules of Catalist, authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

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- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit;

- (b) (notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Ordinary Resolution was in force,

provided that:

- (i) the aggregate number of Shares to be issued pursuant to this Ordinary Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 100% of the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with subparagraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 50% of the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below);

- (ii) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (i) above, the percentage of issued share capital shall be based on the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings at the time of passing of this Ordinary Resolution, after adjusting for:

- (1) new Shares arising from the conversion or exercise of any convertible securities which were issued and are outstanding or subsisting at the time this Resolution is passed;
- (2) new Shares arising from exercise of share options or vesting of share awards which were issued and are outstanding or subsisting at the time of passing of this Ordinary Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and
- (3) any subsequent bonus issue, consolidation or subdivision of Shares;

and, in subparagraph (i) above and this sub-paragraph (ii), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (iii) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution for the time being of the Company; and
 - (iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier; and
- (c) the Directors be and are hereby authorized to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above.

(Resolution 9)

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9. Authority to offer and grant options and to allot and issue Shares under the Sitra Holdings Employee Share Option Scheme

“That approval be and is hereby given to the Directors of the Company to:

- (A) offer and grant options in accordance with the Sitra Holdings Employee Share Option Scheme (the “**Scheme**”) and the Constitution of the Company; and
- (B) allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the exercise of options under the Scheme,

provided that the aggregate number of Shares over which options may be granted under the Scheme on any date, when added to the number of Shares issued and/or issuable or transferred and/or transferable in respect of all options granted under the Scheme, all awards granted under the Sitra Holdings Performance Share Plan and all Shares, options or awards granted under any other share option or share scheme of the Company then in force, shall not exceed fifteen per centum (15%) of the issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date.”

(Resolution 10)

10. Authority to grant Shares awards and to allot and issue Shares under the Sitra Holdings Performance Share Plan

“That approval be and is hereby given to the Directors of the Company to:

- (A) grant awards in accordance with the Sitra Holdings Performance Share Plan (the “**Plan**”) and the Constitution of the Company; and
- (B) allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the vesting of awards under the Plan,

provided that the aggregate number of Shares for which an award may be granted under the Plan on any date, when added to the number of Shares issued and/or issuable or transferred and/or transferable in respect of all awards granted under the Plan, all options granted under the Scheme and all Shares, options or awards granted under any other share option or share scheme of the Company then in force, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date.”

(Resolution 11)

By Order of the Board

Joanna Lim Lan Sim
Company Secretary

Singapore, 14 April 2022

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Explanatory Notes

- (a) In relation to Resolutions 2 to 5 proposed under items 2 and 3(a) to 3(c) above, the detailed information on Mr. Chew Chiew Siang, Steven, Mr. Sim Guan Seng, Mr. Chan Hock Keng and Mr. Lim Kian Thong are set out in the section entitled “Board of Directors”, Table 3 in the “Corporate Governance Report” section and “Additional Information on Directors Seeking Re-Election” section of the Company’s 2021 Annual Report.

Mr. Chiew Chiew Siang, Steven is the nephew of Mr. Chew Hua Seng (Non-Executive Chairman and substantial shareholder of the Company) and the son of Mr. Chew Ah Ba, George (a substantial shareholder of the Company).

There are no relationships (including immediate family relationships) between Mr Sim Guan Seng and the Company, its related corporations, its substantial shareholders or its officers.

There are no relationships (including immediate family relationships) between Mr Chan Hock Keng and the Company, its related corporations, its substantial shareholders or its officers.

There are no relationships (including immediate family relationships) between Mr Lim Kian Thong and the Company, its related corporations, its substantial shareholders or its officers.

- (b) In relation to Resolution 6 proposed in item 4 above, the Board of Directors proposes the payment of additional directors’ fees of S\$21,666/- to the independent non-executive directors for financial year ended 31 December 2021 (to make up for the shortfall due to the renewal of the Board) and the directors’ fee of S\$100,000/- was approved at the previous AGM on 30 April 2021.
- (c) In relation to Resolution 7 proposed in item 5 above, the Board of Directors proposes the payment of directors’ fees to all independent non-executive directors to be approved by shareholders in advance at the Annual General Meeting. Upon approval, the directors’ fees would then be paid in arrears on a quarterly basis by the Company.

Statement Pursuant to Article 54 of the Company’s Constitution

Ordinary Resolution 9

Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors from the date of this 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 when varied or revoked by the Company in general meeting, whichever is the earlier, to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 100% of the issued shares in the capital of the Company excluding treasury shares and subsidiary holdings, of which up to 50% may be issued other than on a pro rata basis to shareholders. The aggregate number of shares which may be issued shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time that Ordinary Resolution 9 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Ordinary Resolution 9 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

Ordinary Resolution 10

Ordinary Resolution 10 proposed in item 9 above, if passed, will empower the Directors of the Company to offer and grant options and allot and issue from time to time such number of fully paid-up Shares pursuant to the Scheme, provided that the aggregate number of Shares over which options may be granted under the Scheme on any date, when added to the number of Shares issued and/or issuable or transferred and/or transferable in respect of all options granted under the Scheme, all awards granted under the Sitra Holdings Performance Share Plan and all Shares, options or awards granted under any other share option or share scheme of the Company then in force shall not exceed fifteen per centum (15%) of the issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date.

Ordinary Resolution 11

Ordinary Resolution 11 proposed in item 10 above, if passed, will authorise the Directors of the Company to grant awards and to allot and issue from time to time such number of fully paid-up Shares pursuant to the Plan, provided that the aggregate number of Shares over which an award may be granted under the Plan on any date, when added to the number of Shares issued and/or issuable or transferred and/or transferable in respect of all awards granted under the Plan, all options granted under the Scheme and all Shares, options or awards granted under any other share option or share scheme of the Company then in force, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) on the date preceding that date.

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Notes:

- (1) This Annual General Meeting (“AGM”) 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 AGM 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 AGM in advance of the AGM, addressing of substantial and relevant questions before or at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying Company’s announcement dated April 14, 2022 which has been uploaded on SGXNET on the same day. The announcement and Notice of AGM may also be assessed at the Company’s website at <http://www.sitrahholdings.com/>
- (3) **In view of the current COVID-19 control measures in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** The Proxy Form is available on SGXNET and the Company’s website at <http://www.sitrahholdings.com/>
- (4) The Chairman of the AGM, 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 10.00 a.m. on Wednesday, 27 April 2022.

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.

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

- (6) The Annual Report 2021, the Notice of AGM and Proxy Form may be accessed on the Company’s corporate website at <http://www.sitrahholdings.com/> and on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member’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 AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the AGM (including 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.

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ADDITIONAL INFORMATION ON ANNUAL GENERAL MEETING ON FRIDAY, 29 APRIL 2022 (“AGM”) TO BE HELD BY WAY OF ELECTRONIC MEANS

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.
- 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**”); and
- e. issuance of the 16 December 2021 Regulator’s Column entitled “What SGX RegCo expects on the conduct of general meetings amid the ongoing COVID-19 situation” by the Singapore Exchange Regulation (“**SGX RegCo**”).

In light of the foregoing authorities’ advisories and guidance and the evolving COVID-19 situation, the Company wishes to inform that the AGM will be convened and held on Friday, 29 April 2022 at 10.00 a.m. by way of electronic means via Live Webcast to transact the business set out in the AGM Notice and the following are the alternative arrangements which has been put in place for the AGM.

(A) PRE-REGISTRATION

Pre-Registration. Shareholders who wish to attend the AGM via live audio-visual webcast or live audio-only stream, must pre-register at the pre-registration website at <https://globalmeeting.bigbangdesign.co/sitra2022/> by 10.00 a.m. on 27 April 2022 (“**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 10.00 a.m. on 28 April 2022 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 AGM proceedings.

Shareholders should not disclose such login details to persons who are not entitled to attend the AGM. Shareholders who do not receive the confirmation email by 10.00 a.m. on 28 April 2022, but have registered by the 27 April 2022 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 AGM should approach their respective relevant intermediaries at least seven (7) working days before the AGM in order for necessary arrangements to be made for their participation in the AGM.

(B) SUBMISSION OF QUESTIONS IN ADVANCE

Shareholders will not be able to ask questions at the AGM live during the webcast or audio-stream and therefore it is important for shareholders to pre-register and submit their questions in advance of the AGM.

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Shareholders can submit their questions related to the resolutions to be tabled at the AGM to the Chairman of the AGM, in advance of the AGM, in the following manner:

- a) **Via the pre-registration website.** Shareholders who pre-register to observe and/or listen to the AGM proceedings may submit their questions via the pre-registration website at <https://globalmeeting.bigbangdesign.co/sitra2022/>
- b) **Via email.** Shareholders may submit their questions via email to our webcast service provider by email at webcast@bigbangdesign.co

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

- i. your full name;
- ii. number of shares held; and
- iii. the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

Deadline to submit questions. All questions must be submitted by 10.00 a.m. on 21 April 2022. Shareholders will be not able to ask questions at the AGM live during the webcast or audio-stream.

The Company will address all substantial and relevant questions received from shareholders through an SGXNet announcement to be released prior to the closing date and time for the lodgement of the proxy forms on 27 April 2022 by 10.00 am. For substantial and relevant question received from shareholders after 21 April 2022, the responses to such questions from shareholders will be addressed during the AGM or published through an SGXNet announcement on 29 April 2022.

(C) SUBMISSION OF PROXY FORM TO VOTE

Appointment of Chairman of the AGM as proxy. Shareholders will not be able to vote during the “live” audio-visual webcast or “live” audio-only stream of the AGM proceedings. Shareholders (whether individual or corporate) who pre-register to observe and/or listen to the AGM proceedings and wish to vote on the resolutions to be tabled at the AGM must appoint the Chairman of the AGM as their proxy to attend, speak and vote on their behalf at the AGM, in accordance with the instructions on the proxy form. The Proxy Form is available on SGXNET website. A printed copy of the Proxy Form can also be found in the Annual Report 2021.

Specific voting instructions to be given. Shareholders 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 AGM as proxy for that resolution will be treated as invalid.

Submission of proxy forms. The Proxy Form must be submitted in the following manner:

- ❖ 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
- ❖ 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 10.00 a.m. on 27 April 2022.**

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.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM by 10.00 a.m. on 20 April 2022.

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(D) ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE AGM

The Annual Report 2021 Notice of AGM and Proxy Form may be accessed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>

(E) 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 AGM at short notice. Shareholders should check SGXNet for the latest updates on the status of the AGM.

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

For and on behalf of
Sitra Holdings (International) Limited
14 April 2022

This announcement has been prepared by the Company and its contents 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").

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

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