

**LETTER TO SHAREHOLDERS ON ALTERNATIVE ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON 30 DECEMBER 2021**

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Dear Shareholders,

This letter is circulated together with and forms part of Shinvest Holdings Ltd.'s (the "**Company**") Notice of Annual General Meeting ("**AGM**") and Notice of Extraordinary General Meeting ("**EGM**") dated 15 December 2021 (the "**Notice of AGM**" and the "**Notice of EGM**", respectively) in respect of the upcoming AGM and EGM of the Company scheduled to be held at 10.00 a.m. and 10.30 a.m. (after the conclusion of AGM) on Thursday, 30 December 2021.

The EGM is being convened to seek our shareholders' ("**Shareholders**") approval for the proposed disposal in whole or in part, of the Company's shareholding in the issued and paid up share capital of Espressif Systems (Shanghai) Co., Ltd., comprising up to 3,298,736 ordinary shares (the "**Proposed Disposal**").

Normally, Shareholders of the Company would be able to attend the AGM and EGM physically as it is an opportunity for the board of directors of the Company (the "**Board**") and management of the Company to meet and engage with Shareholders directly.

This year we are faced with an unprecedented situation due to the COVID-19 outbreak. We wish to highlight the following updates on the COVID-19 outbreak which has affected our AGM and EGM preparation:

- 1) Part 4 of the COVID-19 (Temporary Measures) Act 2020 ("**COVID-19 Act**") which was passed by Parliament on 7 April 2020 enables the Minister of Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means; and
- 2) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No.3) Order 2020 ("**COVID-19 Order**") which came into operation on 29 September 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies where personal attendance is provided for in written law or certain legal instruments.

In light of the above developments and the evolving COVID-19 situation, the Company wishes to inform Shareholders that the Company will be conducting the AGM and EGM by way of electronic means pursuant to First Schedule of the COVID-19 Order, and the physical location for the AGM and EGM is purely to facilitate the conduct of the AGM and EGM by way of electronic means. **Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be able to attend the AGM and EGM in person. Any Shareholder seeking to attend the AGM and/or EGM physically in person will be declined.**

The Company will arrange for a "live" webcast of the AGM and EGM, which allows Shareholders to view the proceedings of the AGM and EGM ("**Live Webcast**"). Shareholders can ONLY participate in the AGM and EGM via Live Webcast ("**electronic means**").

**DATE AND DOCUMENTS FOR THE AGM AND EGM**

1. The Board wishes to inform Shareholders that the AGM will be held by way of electronic means at **10.00 a.m. on 30 December 2021**. The following documents have been issued in connection with the AGM: -

- (i) the Notice of AGM;
  - (ii) the Annual Report 2021 (the “**AR2021**”);
  - (iii) the Letter to Shareholders on Renewal of the Share Buyback Mandate (the “**Letter**”); and
  - (iv) the AGM Proxy Form (as defined below).
2. The Board wishes to inform Shareholders that the EGM will be held by way of electronic means at **10.30 a.m. on 30 December 2021** (or as soon as practicable immediately following the conclusion or adjournment of the AGM). The following documents have been issued in connection with the EGM: -
  - (i) the Notice of EGM;
  - (ii) the circular dated 15 December 2021 relating to the Proposed Disposal (the “**Circular**”); and
  - (iii) the EGM Proxy Form (as defined below).
3. In line with the provisions under the COVID-19 Order, **no printed copies of the Notice of AGM, Notice of EGM, the Letter, the AR2021, the Circular, the AGM Proxy Form and/or the EGM Proxy Form (“Documents”) will be despatched to Shareholders.** An electronic copy of each of the Documents has been made available on SGXNET and on the Company’s website at <https://www.shinvest.com.sg/agm-egm>.

## **REGISTRATION**

1. Shareholders who would like to view the proceedings of the AGM and EGM via Live Webcast will need to pre-register online at <https://conveneagm.sg/shinvest> (“**AGM and EGM Website**”) from 15 December 2021 onwards to **10.30 a.m. on 27 December 2021** (the “**Registration Deadline**”) (being not less than seventy-two (72) hours before the time appointed for holding the EGM).
2. Authenticated Shareholders will receive an email confirmation by 10.30 a.m. on 29 December 2021 which contain a unique link to access the Live Webcast to view the proceedings of the AGM and EGM (via smartphones, tablets or laptop/computers).
3. Shareholders **MUST NOT** forward the abovementioned unique link to other persons who are not Shareholders and who are not entitled to attend the AGM and EGM. This is also to avoid any technical disruptions or overload to the Live Webcast.
4. Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Chapter 50 of Singapore, such as CPF or SRS investors, should approach their respective agents, such as CPF Agent Banks or SRS Operators to participate in the AGM and EGM via electronic means.
5. Non-CPF/SRS holders whose shares are registered under Depository Agents (“DAs”) must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast.
6. Shareholders who register by the Registration Deadline but do not receive an email response by 10.30 a.m. on 29 December 2021 may contact the Company’s Share Registrar, In.Corp Corporate Services Pte. Ltd. at [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia) for assistance by **5.00 p.m. on 29 December 2021** with the following details included:
  - (i) Shareholder’s full name as per CDP/SRS Account records;
  - (ii) his/her/its identification/company registration number; and

- (iii) the manner in which the shares are held (e.g. via CDP, CPF or SRS).
7. Corporate shareholders must also submit the Corporate Representative Certificate to the Share Registrar at [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia), in addition to the registration procedures as set out in paragraph (6) above, by the Registration Deadline, for verification purpose.

## **VOTING**

1. **Voting at the AGM and EGM is by proxy ONLY. Please note that Shareholders will not be able to vote through the Live Webcast and can only vote with their proxy forms which are required to be submitted in accordance with the following paragraphs.**
2. Shareholders who wish to vote on any or all of the resolutions at the AGM and EGM must appoint the Chairman of the AGM and EGM respectively as their proxy by completing the Proxy Form for the AGM and EGM. Shareholders should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of AGM and the Notice of EGM.
3. The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy ("**AGM Proxy Form**") must be submitted through the following means:
  - (i) via <https://conveneagm.sg/shinvest> in digital format;
  - (ii) by posting a physical copy to the office of the Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
  - (iii) by sending a scanned PDF copy by electronic mail to [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia),

in either case, **by 10.00 a.m. on 27 December 2021** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) and in default the AGM Proxy Form for the AGM shall not be treated as valid.

The submission of the instrument appointing the Chairman of the EGM as proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy ("**EGM Proxy Form**") should go through the same process as described above for the AGM, and must be submitted by **10.30 a.m. on 27 December 2021** (being not less than seventy-two (72) hours before the time appointed for holding the EGM) and in default the EGM Proxy Form shall not be treated as valid.

4. CPF or SRS investors who wish to appoint the Chairman of the AGM and EGM respectively to act as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes to the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. through the following means:
  - (i) by sending a scanned PDF copy by electronic mail to [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia); or
  - (ii) by posting a physical copy to the office of the Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712,

in either case, **by 10.30 a.m. on 20 December 2021**.

5. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed AGM Proxy Forms and EGM Proxy Forms by post, **members are strongly encouraged to submit completed AGM Proxy Forms and EGM Proxy Forms electronically via email or during registration at <https://conveneagm.sg/shinvest> as early as possible to enable your votes to be counted, and to follow all government guidance and requirements.** Late submission will not be entertained.

## **SUBMISSION OF QUESTIONS**

1. **Shareholders will not be able to ask questions during the AGM and EGM via electronic means. Therefore, it is important for Shareholders to submit their questions in advance of the AGM and EGM.**
2. Shareholders may submit any questions they may have in advance in relation to the resolutions set out in the Notice of AGM and Notice of EGM through any of the following means:
  - (i) via the AGM and EGM website at <https://conveneagm.sg/shinvest>;
  - (ii) by electronic mail to [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia); or
  - (ii) by post a physical copy to the office of the Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712,

**no later than 5.00 p.m. on 21 December 2021.**
3. If the questions are posted in physical copy to the office of the Share Registrar or sent via electronic mail, and in either case not accompanied by the completed and executed AGM Proxy Form or EGM Proxy Form, the following details must be included with the submitted questions:
  - (i) the member's full name; and
  - (ii) his/her/its identification/ company registration number for verification purposes,failing which the submission will be treated as invalid.
4. The Company will provide responses to substantial queries and relevant comments from Shareholders relating to the agenda of the AGM and EGM prior to the AGM and EGM on SGXNet. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to the AGM and EGM in respect of substantial and relevant matters. The responses from the Board and management of the Company shall thereafter be published on SGXNet, together with the minutes of the AGM and EGM, within one (1) month after the conclusion of the AGM and EGM.
5. Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Chapter 50 of Singapore, such as CPF or SRS investors, should approach their respective agents, such as CPF Agent Banks or SRS Operators, to submit their questions in relation to the resolutions set out in the Notice of AGM and/or the Notice of EGM prior to the AGM and EGM and have their substantial queries and relevant comments answered.

## **IMPORTANT REMINDER**

Due to the constantly evolving COVID-19 situation in Singapore, we seek Shareholders' understanding that we may be required to change our arrangements for the AGM and EGM at short notice. Shareholders should check for announcements by the Company for updates on the AGM and EGM on SGXNet at the <https://www.sgx.com/securities/company-announcements>.

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

By Order of the Board  
**SHINVEST HOLDING LTD.**

Teo Teck Leong  
Managing Director  
15 December 2021