

Singapore Press Holdings Limited

(Incorporated in the Republic of Singapore)
(Company Registration Number: 198402868E)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Singapore Press Holdings Limited (the “**Company**”) will be held by way of electronic means on 10 September 2021 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution. All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 17 August 2021 (the “**Circular**”).

RESOLUTION 1: ORDINARY RESOLUTION – THE PROPOSED RESTRUCTURING

RESOLVED THAT:

- (a) approval be and is hereby given for the Proposed Restructuring, on the terms and subject to the conditions set out in the BRD (including, for the avoidance of doubt, the transfer by SPH of the Media HoldCo, which together with its subsidiaries will hold the Media Business, to the CLG for nominal consideration of S\$1); and
- (b) the Directors and each of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to the Proposed Restructuring and/or the matters contemplated in this resolution.

RESOLUTION 2: SPECIAL RESOLUTION – THE PROPOSED CONVERSION AND PROPOSED ADOPTION OF A NEW CONSTITUTION

RESOLVED THAT subject to and contingent upon the passing of Ordinary Resolution 1 above and Closing:

- (a) (i) each Management Share held by a Management Shareholder as at Closing be converted into one Ordinary Share pursuant to Article 64(2) of the existing Constitution of the Company (the “**Existing Constitution**”); and
- (ii) the regulations contained in the new Constitution submitted to this Meeting and, for the purpose of identification, subscribed to by the Chairman thereof, be approved and adopted as the new Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution,

in each case, with effect from Closing; and

- (b) the Directors and each of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit

any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to the Proposed Conversion, the Proposed Adoption of a New Constitution and/or the matters contemplated in this resolution.

By Order of the Board

Ginney Lim May Ling
Khor Siew Kim
Company Secretaries

Singapore Press Holdings Limited

17 August 2021

Notes:

1. The EGM 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. All documents (including the Circular, the instrument for the appointment of proxy ("**proxy form**") and this Notice of EGM) and information relating to the EGM have been, or will be, published on SGXNet and the Company's website at https://investor.sph.com.sg/agm_egm.html. Printed copies of the documents will not be despatched to members but will be made available on request. A member will need an Internet browser and PDF reader to view these documents on SGXNet and the Company's designated website. Members are advised to check SGXNet and/or the Company's website regularly for updates.

A member may request for a printed copy of each of the Circular, proxy form and this Notice of EGM by submitting the request to the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), by post to 80 Robinson Road, #11-02, Singapore 068898 or via email to sg.is.sphproxy@sg.tricorglobal.com. To be valid, the request must:

- (a) be addressed to Singapore Press Holdings Limited c/o the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.);
 - (b) state the following:
 - (i) the document(s) requested;
 - (ii) the full name of the member;
 - (iii) the mailing address of the member;
 - (iv) the manner in which the member holds Shares (e.g., via CDP, CPF/SRS and/or scrip); and
 - (v) the member's CDP Securities Account No. (if his or her Shares are held through CDP); and
 - (c) be received by the Company's Share Registrar no later than 5 September 2021.
3. The proceedings of the EGM will be broadcast "live" through an audio-and-video webcast and an audio-only feed. Members and CPF and SRS investors who wish to follow the proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio-only feed via telephone must pre-register at https://investor.sph.com.sg/agm_egm.html no later than 2:30 p.m. on 7 September 2021 ("**Registration Cut-Off Time**"). Following verification, an email containing instructions on how to access the "live" audio-and-video webcast and audio-only feed of the proceedings of the EGM will be sent to authenticated members and CPF and SRS investors by 2:30 p.m. on 9 September 2021. Members and CPF and SRS investors who do not receive any email by 2:30 p.m. on 9 September 2021, but have registered by the Registration Cut-Off Time, should contact the Company by email at support@varietycommunications.com before 12:00 p.m. on 10 September 2021.

Investors holding shares through depository agents (other than CPF and SRS investors) must contact their respective depository agents as soon as possible to indicate their interest in order for the depository agents to make the necessary arrangements for them to participate in the "live" broadcast of the EGM.

4. **As a precautionary measure due to the current COVID-19 situation in Singapore, members (including investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) ("Investors")) will not be able to attend the EGM in person. Members will also not be able to vote online on the ordinary and special resolutions to be tabled for approval at the EGM. A member (whether individual or corporate) must appoint the Chairman of the EGM ("Chairman") 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, as proxy, need not be a member of the Company. The proxy form may be accessed at the Company's website at https://investor.sph.com.sg/agm_egm.html or on SGXNet. Where a member (whether individual or corporate) appoints the Chairman 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 as proxy for that resolution will be treated as invalid.
5. The proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. Investors (other than CPF and SRS investors) who wish to vote should approach their relevant intermediaries as soon as possible to specify their voting instructions. CPF and SRS investors who wish to vote should approach their respective CPF agent banks or SRS operators to submit their voting instructions by 5:00 p.m. on 31 August 2021.

6. **The proxy form must be submitted to the Company in the following manner:**

- (a) if submitted by post, by lodging it with the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road, #11-02, Singapore 068898; or
- (b) if submitted electronically, by:
 - (i) submitting it via email to the Company's Share Registrar at sg.is.sphproxy@sg.tricorglobal.com; or
 - (ii) uploading it via the Company's website at https://investor.sph.com.sg/agm_egm.html,

in each case, by 2:30 p.m. on 7 September 2021, being **not less than 72 hours before the time appointed for holding the EGM.**

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above or uploading it onto the Company's website at the URL provided above.

Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically.

- 7. In the case of a member whose Shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
- 8. Members may submit substantial and relevant questions related to the ordinary and special resolutions to be tabled for approval at the EGM in advance of, or "live" at, the EGM.
- 9. All questions submitted in advance of the EGM must be submitted by 2:30 p.m. on 7 September 2021 (being 72 hours before the time appointed for holding the EGM) in the following manner:
 - (a) (for members and CPF and SRS investors who have pre-registered to observe and/or listen to the EGM) online via the pre-registration website at https://investor.sph.com.sg/agm_egm.html;
 - (b) by email to the Company at agmegm@sph.com.sg; or
 - (c) by post to:
Singapore Press Holdings Limited
1000 Toa Payoh North,
News Centre,
Singapore 318994,
Attention: Investor Relations Department,

and when submitting questions via email or by post, members must also state the following:

- (I) the full name of the member;
- (II) the registered address of the member;
- (III) the manner in which the member holds Shares (e.g., via CDP, CPF/SRS and/or scrip); and
- (IV) the member's CDP Securities Account No. (if his or her Shares are held through CDP).

Members can also ask the Chairman of the EGM substantial and relevant questions related to the ordinary and special resolutions to be tabled for approval at the EGM, "live" at the EGM, by typing in and submitting their questions through the "live" chat function via the audio-and-video webcast platform. Members and CPF and SRS investors who wish to ask questions "live" at the EGM must pre-register at the URL https://investor.sph.com.sg/agm_egm.html, so that an email containing instructions on how to access the "live" webcast of the proceedings of the EGM can be sent to them following verification. Investors (other than CPF and SRS investors) who wish to submit questions to the Chairman of the EGM in advance of, or "live" at, the EGM should contact their respective depository agents as soon as possible to indicate their interest in order for the depository agents to make the necessary arrangements for them to participate in the "live" broadcast of the EGM. Members will not be able to ask questions "live" at the EGM via the audio feed of the EGM proceedings.

The Company will endeavour to address all substantial and relevant questions (which are related to the ordinary and special resolutions to be tabled for approval at the EGM) validly submitted in accordance with this Note 9 prior to, or "live" at, the EGM.

Personal data privacy:

“**Personal data**” in this notice has the same meaning as “personal data” in the Personal Data Protection Act 2012. By submitting an instrument appointing the Chairman to attend, speak and vote at the EGM 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 as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or its service providers) to update its scrip holders’ information (if applicable) and to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the “**Purposes**”). Personal data of the member may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company’s verification and record purposes.

Voting rights of Shareholders:

The holders of Management Shares and Ordinary Shares shall be entitled to one vote for each Share, except that on any resolution relating to the appointment or dismissal of a director or any member of the staff of the Company, the holders of the Management Shares shall be entitled either on a poll or show of hands to 200 votes for each Management Share held in accordance with the provisions of the Newspaper Act.