

ASIAN PAY TELEVISION TRUST

(A business trust constituted on 30 April 2013
under the laws of the Republic of Singapore)
Registration Number: 2013005

**APTT MANAGEMENT PTE. LIMITED**

(Incorporated in the Republic of Singapore)
(As Trustee-Manager of Asian Pay Television Trust)
Company Registration Number: 201310241D

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the tenth Annual General Meeting (“AGM” or “Annual General Meeting”) of the unitholders of Asian Pay Television Trust (“APTT”) will be convened and held by way of electronic means on 27 April 2023, Thursday, at 10.30 a.m. (Singapore time) to transact the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Report of the Trustee-Manager, Statement by the Trustee-Manager and the audited financial statements of APTT Group for the financial year ended 31 December 2022 and the Auditor’s Report thereon.
(Ordinary Resolution 1)
2. To reappoint Deloitte & Touche LLP as the Auditor of APTT to hold office until the next Annual General Meeting and to authorise the directors of the Trustee-Manager to fix its remuneration.
(Ordinary Resolution 2)

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolutions:

3. Ordinary Resolution – General mandate to issue units in APTT (“Units”)

That pursuant to Clause 6.1 of the deed of trust dated 30 April 2013 constituting APTT, as amended and restated by a First Amending and Restating Deed dated 28 April 2022 (the “Trust Deed”), Section 36 of the Business Trusts Act 2004 (the “BTA”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), authority be and is hereby given to the Trustee-Manager to:

- (i) (a) issue Units, whether by way of rights, bonus or otherwise; and/or
(b) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units,

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

- (ii) issue Units pursuant to any Instrument made or granted by the Trustee-Manager while this Resolution is in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

NOTICE OF ANNUAL GENERAL MEETING

provided that:

- (A) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued pursuant to Instruments made or granted pursuant to this Resolution) must not exceed 50.0% of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Units to be issued other than on a pro-rata basis to unitholders must not exceed 20.0% of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (B) below);
- (B) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (A) above, the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) will be based on the number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:
 - (I) new Units arising from the conversion or exercise of the Instruments which are issued and outstanding or subsisting at the time this Resolution is passed; and
 - (II) any subsequent bonus issue, consolidation or subdivision of Units;
- (C) in exercising the authority conferred by this Resolution, the Trustee-Manager must comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Trust Deed for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore) and the BTA;
- (D) (unless revoked or varied by the unitholders in a general meeting) the authority conferred by this Resolution will continue in force until (i) the conclusion of the next Annual General Meeting of APTT or (ii) the date by which the next Annual General Meeting of APTT is required by law to be held, whichever is earlier;
- (E) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted, in the event of rights, bonus or other capitalisation issues or any other events, the Trustee-Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (F) the Trustee-Manager be and is hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager may consider expedient or necessary or in the interest of APTT to give effect to the authority conferred by this Resolution.

(See explanatory notes)

(Ordinary Resolution 3)

By Order of the Board of Directors
APTT Management Pte. Limited
As Trustee-Manager of Asian Pay Television Trust



Wong Yoen Har
Company Secretary

Singapore, 10 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Explanatory notes:

Ordinary Resolution 3

Ordinary Resolution 3, if passed, will empower the Trustee-Manager from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held, or the date on which such authority is varied or revoked by APTT in a general meeting of the unitholders, whichever is the earliest, to issue Units, make or grant Instruments convertible into Units and to issue Units pursuant to such Instruments, up to a number not exceeding, in total, 50.0% of the issued Units, of which up to 20.0% may be issued other than on a pro-rata basis to existing unitholders.

For determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the issued Units at the time Ordinary Resolution 3 is passed, after adjusting for any new Units arising from the conversion or exercise of the Instruments which are issued and outstanding or subsisting at the time Ordinary Resolution 3 is passed, and any subsequent bonus issue, consolidation or subdivision of Units.

Important notes:

General

1. The 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 (as amended and/or modified, the "Temporary Measures Order"). A copy of this Notice of AGM has been disseminated to unitholders by electronic means via publication on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and APTT's corporate website at the URL <https://investor.aptt.sg/newsroom.html/year/2023>. For convenience, printed copies of this Notice of AGM have also been sent by post to unitholders. Printed copies of the Annual Report 2022 will not be sent to unitholders. Instead, unitholders may access the Annual Report via the above-mentioned URLs. Unitholders may request for a printed copy of the Annual Report via the Request Form sent to unitholders.
2. **Unitholders will not be able to attend the AGM in person.** There will be no personal attendance at the AGM. Unitholders who wish to vote at the AGM may:
 - (a) (where such unitholders are individuals) vote live at the AGM; or
 - (b) (where such unitholders are individuals and corporates): (i) appoint a proxy(ies) (other than the Chair) to attend, ask questions and vote at the AGM on their behalf; or (ii) appoint the Chair as proxy to attend, ask questions and vote at the AGM on their behalf. A proxy need not be a unitholder of APTT.
3. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream), submission of questions to the Chair of the AGM in advance of the AGM or during the AGM via a "live" online chat box, addressing of substantial and relevant questions prior to and during the AGM, real-time electronic voting and voting by appointing a proxy(ies) or the Chair of the AGM as proxy at the AGM, are set out in the Trustee-Manager's announcement dated 10 April 2023. The announcement may be accessed at the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and APTT's corporate website at the URL <https://investor.aptt.sg/newsroom.html/year/2023>.

Pre-registration and participation in the AGM via "live" audio-visual webcast or "live" audio-only stream

4. Unitholders are required to pre-register their participation in the AGM ("Pre-registration") at the URL <https://conveneagm.com/sg/aptt2023> by 10.30 a.m. on 25 April 2023 ("Registration Deadline") for verification of their status as unitholders (or the corporate representatives of such unitholders).
5. Upon successful verification, each such unitholder or its corporate representative will receive an email by 5.00 p.m. on 26 April 2023. The email will contain instructions to access the "live" audio-visual webcast or "live" audio-only stream of the AGM proceedings. Unitholders or their corporate representatives must not forward the email to other persons who are not unitholders and who are not entitled to participate in the AGM proceedings. Unitholders or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 4 above but did not receive an email by 5.00 p.m. on 26 April 2023 should call +65 6856 7330 or email support@conveneagm.com for assistance.
6. Unitholders holding units through relevant intermediaries (other than SRS investors) will not be able to pre-register for the "live" audio-visual webcast or "live" audio-only stream. Such unitholders who wish to participate in the "live" audio-visual webcast or "live" audio-only stream of the AGM should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements.

Voting

7. A unitholder (whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM may vote at the AGM via real-time electronic voting or by submitting an instrument ("Proxy Form") appointing a proxy(ies) or the Chair of the AGM as proxy to vote on his/her/its behalf at the AGM.
8. Live voting will be conducted during the AGM. It is important for attendees to ensure their web-browser enabled devices are ready for voting during the AGM.
9. Attendees will be required to log in to <https://conveneagm.com/sg/aptt2023> via the login credentials created during Pre-registration. Attendees may cast their votes in real time for each resolution to be tabled, using the live voting feature of the AGM, selecting each resolution and voting accordingly during the AGM proceedings.

NOTICE OF ANNUAL GENERAL MEETING

10. As an alternative to live voting, unitholders may also appoint a proxy(ies) or the Chair of the AGM as his/her/its proxy to vote on their behalf.
11. The Proxy Form for the AGM may be accessed at the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and APTT's corporate website at the URL <https://investor.aptt.sg/newsroom.html/year/2023>. For convenience, printed copies of the Proxy Form have also been sent by post to unitholders.
12. The Chair of the AGM, as proxy, need not be a unitholder of APTT.
13. A unitholder (whether individual or corporate) appointing the Chair of the AGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chair of the AGM as proxy for that resolution will be treated as invalid.
14. The Proxy Form must be submitted in the following manner:
 - a. if submitted by post, be deposited at the registered office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at the following address: Asian Pay Television Trust, c/o Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - b. if submitted electronically, be sent by email to the Unit Registrar at AGM.TeamE@boardroomlimited.com,in either case, not less than 48 hours before the time appointed for holding the AGM (the "Proxy Deadline").
15. Unitholders who wish to submit the Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or sign, scan and send it by email to the email address provided above. Unitholders may also download the Proxy Form from the URLs mentioned above for submission. **Unitholders are strongly encouraged to submit their completed Proxy Forms electronically by email.**
16. Investors who hold their Units through relevant intermediaries as defined in Section 181 of the Companies Act 1967 (including SRS investors) and who wish to exercise their votes should approach their respective relevant intermediaries (including their respective SRS Approved Banks) to submit their voting instructions by 5.00 p.m. on 17 April 2023, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint a proxy(ies) or the Chair of the AGM to vote on their behalf no later than the Proxy Deadline.

Submission of questions prior to the AGM

17. Unitholders and/or their proxy(ies) may submit questions related to the resolutions to be tabled at the AGM during Pre-registration via the URL <https://conveneagm.com/sg/aptt2023>, or by email together with their full name (as per CDP records), identification number, and contact number by 5.00 p.m. on 18 April 2023 to investorrelations@aptt.sg. The Trustee-Manager will consider all questions and endeavour to address all substantial and relevant questions received in advance from unitholders. Answers to such questions received in advance will be made available on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements> and APTT's corporate website at the URL <https://investor.aptt.sg/newsroom.html/year/2023> before market opens on 20 April 2023, three market days prior to the closing date for the lodgment of the proxy forms (25 April 2023).

Submission of questions during the AGM

18. Alternatively, unitholders may submit questions during the AGM by clicking on the "Ask a Question" option, typing in and submitting their questions through the "live" chat box via the webcast platform during the AGM. The Trustee-Manager will endeavour to address relevant and substantial questions.

Access to all documents relating to the business of the AGM

19. All documents and information relating to the business of the AGM (including the 2022 Annual Report, the Proxy Form, this Notice of AGM and Request Form) have been published on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and APTT's corporate website at the URL <https://investor.aptt.sg/newsroom.html/year/2023>. The Trustee-Manager will, within one month after the date of the AGM, publish the minutes of the AGM at the above-mentioned URLs and the minutes will include responses to the questions received and addressed during the AGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or the Chair of the Annual General Meeting as proxy to attend, ask questions and vote at the Annual General Meeting and/or any adjournment thereof, a unitholder (i) consents to the collection, use and disclosure of the unitholder's personal data by the Trustee-Manager (or its agents or service providers) for the purpose of the processing, administration and analysis of the appointment of a proxy(ies) and/or the Chair of the Annual General Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Trustee-Manager (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines, and recording and transmitting images and voice recordings when broadcasting the proceedings of the Annual General Meeting through a "live" audio-visual webcast or "live" audio-only stream (collectively, the "Purposes"), (ii) warrants that where the unitholder discloses the personal data of the unitholder's proxy(ies) to the Trustee-Manager (or its agents or service providers), the unitholder has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Trustee-Manager (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes, in accordance with any applicable laws, regulations and/or guidelines, and (iii) agrees to provide the Trustee-Manager with written evidence of such prior consent referred to in (ii) upon reasonable request.