

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 eleventh Annual General Meeting (“AGM” or “Annual General Meeting”) of the unitholders of Asian Pay Television Trust (“APTT”) will be held at Stephen Riady Auditorium @NTUC, Level 7, NTUC Centre, 1 Marina Boulevard, Singapore 018989 on Monday, 29 April 2024, at 10.00 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 2023 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),

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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, 5 April 2024

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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 will be held, in a wholly physical format, at Stephen Riady Auditorium @NTUC, Level 7, NTUC Centre, 1 Marina Boulevard, Singapore 018989 on Monday, 29 April 2024, at 10.00 a.m. (Singapore time). 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/2024>. Printed copies of this Notice of AGM have also been sent by post to unitholders. Printed copies of the Annual Report 2023 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 and duly appointed proxy(ies) and representative(s) will be able to ask questions and vote at the AGM by attending the AGM in person. There will be no option for unitholders to participate virtually.**

Voting

3. A unitholder, who is not a relevant intermediary, is entitled to attend and vote at the AGM, and is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a unitholder of APTT. A unitholder may choose to appoint the Chair of the AGM as his/her/its proxy. The Chair of the AGM, as a proxy, need not be a unitholder of APTT. Where a unitholder appoints two proxies and does not specify the number of Units to be represented by each proxy, then the Units held by the unitholder are deemed to be equally divided between the proxies.

Where a unitholder (whether individual or corporate) appoints the Chair of the AGM 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. In the absence of specific directions in respect of a resolution, the Chair of the AGM as proxy will vote or abstain from voting at his/her discretion.

4. 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/2024>. For convenience, printed copies of the Proxy Form have also been sent by post to unitholders.
5. 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 srs.proxy@boardroomlimited.com,

in either case, not less than 48 hours before the time appointed for holding the AGM (the "Proxy Deadline").

6. 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.**

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7. A unitholder, who is a relevant intermediary as defined in Section 60 of the BTA, may appoint more than two proxies to exercise all or any of its rights to attend and vote at the AGM, provided that each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such unitholder.
8. Investors who hold their Units through relevant intermediaries (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 Wednesday, 17 April 2024, 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

9. Unitholders may submit substantial and relevant questions related to the resolutions to be tabled for approval in advance of the AGM:
 - (a) by post to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) via email at investorrelations@aptt.sg.

When submitting questions by post or via email, unitholders should also provide the following information for authentication: (a) the unitholder's full name (as per CDP records); (b) the unitholder's identification number; and (c) the manner in which the unitholder holds the Units (e.g. via CDP, CPF or SRS).

All questions submitted in advance must be received by 5.00 p.m. on Friday, 19 April 2024.

The Trustee-Manager will consider all questions and endeavour to address all substantial and relevant questions received in advance from unitholders by the above stipulated deadline. 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/2024> before market opens on Thursday, 25 April 2024. For questions that are submitted after the stipulated deadline, the Trustee-Manager will address the substantial and relevant questions during the AGM.

Unitholders and (where applicable) duly appointed proxy(ies) and representative(s) can also ask the Chair of the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM.

Access to all documents relating to the business of the AGM

10. All documents and information relating to the business of the AGM (including the 2023 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/2024>. 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.
11. Any reference to a time in this Notice of AGM shall be a reference to Singapore time.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak 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 by the Trustee-Manager (or its agents or service providers) of the appointment of a proxy(ies) and/or representative(s) for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy 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 (collectively, the "Purposes"), (ii) warrants that where the unitholder discloses the personal data of the unitholder's proxy(ies) and/or representative(s) to the Trustee-Manager (or its agents or service providers), the unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Trustee-Manager (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) 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.