

# NOTICE OF ANNUAL GENERAL MEETING

## SBS TRANSIT LTD

(Incorporated in the Republic of Singapore)  
(Co. Reg. No.: 199206653M)

**NOTICE IS HEREBY GIVEN** that the Thirtieth Annual General Meeting (“**AGM**”) of SBS Transit Ltd (the “**Company**”) will be held on Thursday, 27 April 2023, at 10.00 a.m. via electronic means and in person at:

**AUDITORIUM  
SINGAPORE CHINESE CULTURAL CENTRE  
1 STRAITS BOULEVARD  
SINGAPORE 018906**

The Thirtieth AGM is for the purpose of transacting the following businesses:

### ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following Resolutions:

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2022 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a tax-exempt one-tier final dividend of 5.45 Singapore cents (S\$0.0545) per ordinary share in respect of the financial year ended 31 December 2022. **(Resolution 2)**
3. To approve the payment of Directors’ fees of S\$814,235 for the financial year ended 31 December 2022. (FY2021: S\$598,159)  
[Please refer to Explanatory Note (a)] **(Resolution 3)**
4. To re-elect Mr Sim Vee Ming, a Director retiring pursuant to Regulation 106 of the Company’s Constitution.  
[Please refer to Explanatory Note (b)] **(Resolution 4)**
5. To re-elect Mr Lim Tien Hock, a Director retiring pursuant to Regulation 106 of the Company’s Constitution.  
[Please refer to Explanatory Note (c)] **(Resolution 5)**
6. To re-elect Ms Chua Mui Hoong, a Director retiring pursuant to Regulation 100 of the Company’s Constitution.  
[Please refer to Explanatory Note (d)] **(Resolution 6)**
7. To re-elect Ms Susan Kong Yim Pui, a Director retiring pursuant to Regulation 100 of the Company’s Constitution.  
[Please refer to Explanatory Note (e)] **(Resolution 7)**
8. To re-elect Dr Tan Kim Siew, a Director retiring pursuant to Regulation 100 of the Company’s Constitution.  
[Please refer to Explanatory Note (f)] **(Resolution 8)**
9. To appoint Messrs Ernst & Young LLP as the auditors of the Company in place of the retiring auditors, Deloitte & Touche LLP, to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix their remuneration.  
[Please refer to Explanatory Note (g)] **(Resolution 9)**

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## SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Resolutions:

## ORDINARY RESOLUTIONS:

### 10. AUTHORITY TO ISSUE SHARES UNDER THE SBS EXECUTIVE SHARE SCHEME

(Resolution 10)

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”), the Directors of the Company be and are hereby authorised to grant awards (“**Awards**”) in accordance with the provisions of the SBS Executive Share Scheme (“**Scheme**”) and to allot and issue and/or transfer from time to time such number of fully paid-up shares in the capital of the Company (“**Shares**”) as may be required to be issued and/or transferred pursuant to the vesting of Awards under the Scheme, provided that:

- (i) the total number of new Shares which shall be issued pursuant to Awards granted under the Scheme shall not exceed five per cent (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding the relevant date of the Award; and
- (ii) the aggregate number of Shares for which an Award may be granted on any date under the Scheme, when added to the aggregate number of Shares that are issued and/or issuable in respect of:
  - (A) all Awards granted under the Scheme; and
  - (B) all Shares, options or awards granted under any other share option or share scheme of the Company then in force (if any),

shall be subject to any applicable limits prescribed under the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Listing Manual**”).

That such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.

(Note: The Scheme was approved at the AGM of the Company held on 29 April 2021.)  
[Please refer to Explanatory Note (h)]

### 11. RENEWAL OF SHARE BUYBACK MANDATE

(Resolution 11)

#### That:

- (a) for the purposes of the Companies Act, the authority conferred on the Directors to exercise all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereinafter defined) at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
  - (i) on-market purchases (“**Market Purchases**”), effected on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

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- (ii) off-market purchases ("**Off-Market Purchases**") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme or schemes as defined in Section 76C of the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to the provisions of the Companies Act and the Listing Manual as may for the time being be applicable, be and is hereby approved generally and unconditionally (the "**Share Buyback Mandate**");

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next AGM is held or required by law to be held; and
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

"**Maximum Limit**" means that number of Shares representing not more than ten per cent (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings); and

"**Maximum Price**", in relation to a Share to be purchased or acquired, means the purchase price (excluding related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent (120%) of the Average Closing Price,

**where:**

"**Relevant Period**" means the period commencing from the date on which this Resolution is passed and expiring on the date the next AGM is held or required by law to be held, whichever is earlier, after the date of this Resolution;

"**Average Closing Price**" means the average of the closing market prices of a Share traded on the SGX-ST over the last five (5) Market Days (a "**Market Day**" being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the Day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and

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**"Day of the making of the offer"** means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company ("**Shareholders**"), stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he/she may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

*(Note: The Share Buyback Mandate was approved at the AGM of the Company held on 29 April 2021.)*

[Please refer to Explanatory Note (i)]

## NOTICE OF RECORD AND DIVIDEND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on Monday, 8 May 2023 for the purpose of determining Shareholders' entitlements to the proposed tax exempt one-tier final dividend of 5.45 Singapore cents (S\$0.0545) per ordinary share for the financial year ended 31 December 2022 (the "**Proposed Final Dividend**").

Duly completed and stamped transfers received by the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, up to 5.00 p.m. on Monday, 8 May 2023 will be registered to determine Shareholders' entitlements to the Proposed Final Dividend. Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on Monday, 8 May 2023 will be entitled to the Proposed Final Dividend.

The Proposed Final Dividend, if approved by the Shareholders at the Thirtieth AGM of the Company, will be paid on 16 May 2023.

## BY ORDER OF THE BOARD SBS TRANSIT LTD

Angeline Joyce Lee Siang Pohr &  
Au Cheen Kuan  
Company Secretaries  
Singapore

29 March 2023

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## EXPLANATORY NOTES:

### ORDINARY BUSINESS:

- (a) Ordinary Resolution 3, if passed, relates to the payment of the total Directors' Fees for the financial year ended 31 December 2022. Directors' Fees are for services rendered by the Non-Executive Directors on the Board as well as the various Board Committees. The amount includes Directors' basic fees and attendance fees for both scheduled and ad-hoc meetings held throughout the year. The Directors' Fees was aligned to that of mid-cap companies in Singapore, according to the Singapore Institute of Directors (SID) Board of Directors Survey 2022.
- (b) Mr Sim Vee Ming<sup>(1)</sup> will, if re-elected as a Director of the Company, serve as the Group Chief Executive Officer, and a member of the Service Quality Committee, the SBST Tenders and Investments Committee (formerly known as SBST Tenders Committee) and the Sustainability Committee. Mr Sim will be considered a Non-Independent Executive Director of the Company.
- (c) Mr Lim Tien Hock<sup>(1)</sup> will, if re-elected as a Director of the Company, serve as a member of the Service Quality Committee and will step down from the Sustainability Committee. Mr Lim will be considered a Non-Independent Executive Director of the Company.
- (d) Ms Chua Mui Hoong<sup>(1)</sup> will, if re-elected as a Director of the Company, serve as a member of the Service Quality Committee and the Sustainability Committee and will step down from the Audit and Risk Committee. Ms Chua will be considered an Independent Non-Executive Director of the Company.
- (e) Ms Susan Kong Yim Pui<sup>(1)</sup> will, if re-elected as a Director of the Company, serve as a member of the Audit and Risk Committee, the Nominating and Remuneration Committee and the SBST Tenders and Investments Committee (formerly known as SBST Tenders Committee). Ms Kong will be considered a Non-Independent Non-Executive Director of the Company for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (f) Dr Tan Kim Siew<sup>(1)</sup> will, if re-elected as a Director of the Company, serve as a member of the Audit and Risk Committee, the Nominating and Remuneration Committee and the Service Quality Committee. Dr Tan will be considered an Independent Non-Executive Director of the Company for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (g) Resolution 9 is to approve the appointment of Ernst & Young LLP ("**EY**") as auditors of the Company in place of the retiring auditors, Deloitte & Touche LLP ("**Deloitte**"), and to authorise the Directors to fix their remuneration.

The Company has received the notice of nomination from its majority shareholder, ComfortDelGro Corporation Limited, dated 24 January 2023 on the appointment of EY in place of the retiring auditors, Deloitte. Deloitte has served as the external auditors of the Company and its subsidiaries (the "**Group**") for more than 20 years.

The Audit and Risk Committee ("**ARC**") is of the view that the change of auditors is in the best interests of the Company as it would enable the Company to benefit from a change of perspectives. Moreover, having EY as the auditor of the Group would enable the Group to benefit from a more coordinated audit as EY is currently the auditor of ComfortDelGro Corporation Limited, the holding company of the Company. As both EY and Deloitte are considered as part of the "Big Four" audit firms, the quality of the audit services to be provided by EY is expected to be comparable to that currently provided by Deloitte. There will be no change in the scope of the audit to be undertaken by EY. The ARC has also considered the Audit Quality Indicators listed in the Audit Quality Indicators Disclosure Framework issued by the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**") in assessing the suitability of EY as the Company's new auditors. Upon recommendation from the ARC and after due deliberation, the Board is of the view that it would be in the best interests of the Company to effect a change of auditors with effect from the financial year ending 31 December 2023. Accordingly, Deloitte will not be seeking re-appointment at the forthcoming AGM of the Company.

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EY is a leading professional services firm in Singapore. In Singapore, they have a history of 134 years, with 230 partners and directors, as well as approximately 4,200 professional staff offering assurance, tax, strategy and transactions, and consulting services to a wide-ranging clientele base consisting of public sector organisations, as well as private sector and multinational companies. Today, EY audits more than a quarter of Singapore's public listed companies.

EY has assigned Mr Wong Yew Chung as the Company's audit engagement partner, if they are appointed. Mr Wong has more than 20 years of audit experience in Singapore and has served a wide range of clients including statutory boards, listed companies, and multinational companies, and has extensive experience in rate-regulated industries. Mr Wong graduated with a Bachelor of Accountancy (Hons) from the Nanyang Technological University. He is a practicing member of the Institute of Singapore Chartered Accountants, and is currently a member of the ISCA Financial Reporting Committee and the FRC core sub-committee where issues related to the adoption, implementation and development of accounting standards in Singapore are deliberated and discussed.

The ARC has enquired on whether the audit engagement partner has been subject to the Practice Monitoring Programme review by ACRA. In this regard, the ARC has noted that the audit engagement partner, Mr Wong, was subjected to a ACRA Practice Monitoring Programme review in 2019 and passed the practice review.

Mr Wong has never served in any executive capacity in the Group nor is he considered to be an affiliate.

The Board, with the concurrence of the ARC, is satisfied that EY will be able to meet the audit requirements of the Group after having considered factors such as the adequacy of the resources and experience of EY and the audit engagement partner assigned to the audit, EY's other audit engagements, the size and complexity of the Group, and the number and experience of supervisory and professional staff who will be assigned to the Group's audit.

EY has given their consent to be appointed as the auditors, subject to the approval of the shareholders at the Thirtieth AGM.

Assuming that Resolution 9 is approved by the shareholders, for the purposes of Rule 715 of the Listing Manual, EY will be appointed as the auditor of the Company's Singapore incorporated subsidiaries. The Company does not have any Singapore incorporated significant associated companies.

The Board wishes to state that Deloitte had continued to discharge their duties well and professionally throughout their tenure as auditors of the Group and express their appreciation for the past services rendered by Deloitte. The appointment of EY as auditors in place of Deloitte will take effect subject to the approval of the same by the shareholders at the Thirtieth AGM.

In accordance with Rule 1203(5) of the Listing Manual of the SGX-ST, the Company confirms that:

- (a) there were no disagreements with Deloitte on accounting treatments within the last twelve (12) months;
- (b) it is not aware of any circumstances connected with the proposed change of auditors that should be brought to the attention of shareholders of the Company;
- (c) there are no specific reasons for the proposed change of auditors save as disclosed above; and
- (d) it has complied with Rule 712 and Rule 715 of the Listing Manual of the SGX-ST in relation to the proposed appointment of EY.

In accordance with the requirements of Rule 1203(5) of the Listing Manual of the SGX-ST, Deloitte has confirmed by way of their letter to EY dated 27 March 2023 that it is not aware of any professional reasons why EY should not accept the appointment as the auditors of the Company.

<sup>(1)</sup> Detailed information on the Directors who are proposed to be re-elected can be found under the sections entitled "**Board of Directors**", "**Directors' Particulars**" and "**Additional Information on Directors Seeking Re-election**" in the FY2022 Annual Report of the Company.

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## SPECIAL BUSINESS:

- (h) Ordinary Resolution 10, if passed, will empower the Directors to grant Awards in accordance with the provisions of the Scheme and to issue and/or transfer from time to time such number of fully paid Shares as may be required to be issued and/or transferred pursuant to the vesting of the Awards subject to the maximum number of Shares prescribed under the terms and conditions of the Scheme. The total number of new Shares which may be issued pursuant to Awards granted under the Scheme shall not exceed five per cent (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding the relevant date of the Award, provided that the aggregate number of Shares for which an Award may be granted on any date under the Scheme, when added to the aggregate number of Shares that are issued and/or issuable in respect of (i) all Awards under the Scheme, and (ii) all Shares, options or awards granted under any other share option scheme of the Company then in force (if any), shall be subject to any applicable limits prescribed under the Listing Manual of the SGX-ST. The Scheme was approved at the AGM of the Company held on 29 April 2021.
- (i) Ordinary Resolution 11, if passed, will renew the Share Buyback Mandate, and empower the Directors to exercise all powers of the Company to purchase or otherwise acquire (whether by way of Market Purchases or Off-Market Purchases) Shares on the terms of the Share Buyback Mandate as set out in the Circular to Shareholders dated 29 March 2023 (the "**Circular**"), which is available at [www.sbstransit.com.sg](http://www.sbstransit.com.sg)

The Company may use internal sources of funds to finance its purchases or acquisitions of Shares. The Directors do not propose to exercise the Share Buyback Mandate to such extent that it would result in any material adverse effect on the listing status of the Shares on the SGX-ST, liquidity and/or the orderly trading of the Shares and/or the financial position of the Group. The amount of financing required for the Company to purchase its Shares pursuant to the Share Buyback Mandate and the impact on the Company's financial position, cannot be realistically ascertained as at the date of this Notice as this will depend on factors such as the aggregate number of Shares purchased and the purchase prices paid at the relevant times.

An illustration of the financial impact of the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate on the Audited Financial Statements of the Group for the financial year ended 31 December 2022 is set out in the Circular.

## NOTES:

1. A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.
2. Where a member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding to be represented by each proxy, failing which the nomination shall be deemed to be alternative.
3. A member who is a Relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

"**Relevant intermediary**" means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

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- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. Investors holding shares under the Central Provident Fund Investment Schemes ("**CPF Investors**") and/or Supplementary Retirement Scheme ("**SRS Investors**") who wish to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e. by 10.00 a.m. on Monday, 17 April 2023). CPF/SRS Investors should contact their respective agent banks for any queries they may have with regard to the appointment of proxy for the AGM.
5. The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted in the following manner:
- (a) If submitted by post, be deposited at the Company's registered office at 205 Braddell Road, Singapore 579701; or
  - (b) If submitted by electronic mail, be sent to **agm2023@sbstransit.com.sg**; or
  - (c) If submitted electronically, be lodged at the Company's AGM pre-registration website, **www.conveneagm.sg/SBST\_AGM2023**,
- in each case, by 10.00 a.m. on Monday, 24 April 2023, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM.
6. In the case of shares entered in the Depository Register, the Company may reject any instrument appointing proxy lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (i.e. by 10.00 a.m. on Monday, 24 April 2023), as certified by The Central Depository (Pte) Limited to the Company.
7. A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
8. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.



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## IMPORTANT INFORMATION

The AGM is being convened and will be held physically (“**Physical Meeting**”) and by 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 (“**Virtual Meeting**”).

Shareholders of the Company (“**Shareholders**”) shall take note of the following arrangements for the conduct of the AGM on Thursday, 27 April 2023 at 10.00 a.m.:

### 1. Attendance

The pre-registration procedures are set out below:

#### **Virtual Meeting**

Proceedings of the AGM will be broadcasted through live audio-visual and audio-only feeds (“**Live Webcast**”).

All Shareholders who wish to follow the proceedings of the AGM must pre-register online at the URL: **www.conveneagm.sg/SBST\_AGM2023** for verification purposes by 10.00 a.m. on Monday, 24 April 2023.

Shareholders who are appointing proxy(ies) (“**Proxy(ies)**”) to attend the Virtual Meeting should inform his/her Proxy(ies) to pre-register at the URL: **www.conveneagm.sg/SBST\_AGM2023** not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 10.00 a.m. on Monday, 24 April 2023), failing which the appointment shall be invalid.

Following verification, the Company will provide verified Shareholders and Proxy(ies) with a confirmation email by Tuesday, 25 April 2023 (“**Confirmation Email for Virtual Meeting**”) via the email address provided during the pre-registration or as indicated in the Proxy Form to access the Live Webcast to watch the live feed of the AGM proceedings via the log-in credentials created during the pre-registration or log-in with their SingPass account.

Please use the registered identification credentials to access the Live Webcast. Shareholders must not forward the above-mentioned link to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

Shareholders who have registered by 10.00 a.m. on Monday, 24 April 2023 but have not received the Confirmation Email for Virtual Meeting by Tuesday, 25 April 2023, please email to **ir@sbstransit.com.sg**.

If you have any queries on the Live Webcast, please email to **ir@sbstransit.com.sg** or **support@conveneagm.com** or call the telephone number +65 6856 7330.

#### **Physical Meeting**

Please pre-register for verification purposes by 10.00 a.m. on Monday, 24 April 2023 at the URL: **www.conveneagm.sg/SBST\_AGM2023** and indicate your interest to attend the AGM physically at the AGM venue.

Shareholders who are appointing Proxy(ies) to attend the Physical Meeting on his/her behalf should inform his/her Proxy(ies) to pre-register and specify his/her/their intention to attend the Physical Meeting at the URL: **www.conveneagm.sg/SBST\_AGM2023** not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 10.00 a.m. on Monday, 24 April 2023), failing which the appointment shall be invalid.

Verified Shareholders and Proxy(ies) who are successful in the pre-registration to attend the Physical Meeting will receive an email by Tuesday, 25 April 2023 (“**Confirmation Email for Physical Meeting**”) via the email address provided during the pre-registration or as indicated in the Proxy Form.

Shareholders who have registered by 10.00 a.m. on Monday, 24 April 2023 but have not received the Confirmation Email for Physical Meeting by Tuesday, 25 April 2023, please email to **ir@sbstransit.com.sg**.

If you have any queries on the attendance at the AGM venue, please email to **ir@sbstransit.com.sg**.

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## 2. Submission of Questions

- (a) Submission of questions in advance of the AGM:

Shareholders can submit questions in advance relating to the businesses of the AGM either via:

- (i) electronic mail to **ir@sbstransit.com.sg**; or
- (ii) the Company's AGM pre-registration website, **www.conveneagm.sg/SBST\_AGM2023**.

All questions must be submitted by 10.00 a.m. on Friday, 14 April 2023.

The Company will endeavour to address questions which are substantial and relevant by 10.00 a.m. on Friday, 21 April 2023, which is seventy-two (72) hours prior to the closing date and time for the lodgement of the proxy forms (i.e. 10.00 a.m. on Monday, 24 April 2023).

- (b) Submission of questions during the AGM:

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### Physical Meeting

Shareholders and Proxy(ies) who have pre-registered and been verified to attend the AGM proceedings via the Live Webcast will be able to ask questions relating to the agenda of the AGM during the AGM by:

Verified Shareholders and Proxy(ies) attending the Physical Meeting will be able to ask questions in person at the AGM venue.

- (i) Submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.
  - (ii) Clicking the "Ask a Question" feature and then clicking the "Queue for Video Call" via the Live Webcast. The relevant Shareholder or Proxy will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audio-visual means during the AGM within a certain prescribed time limit.
- (c) Where there are substantially similar questions for the Virtual Meeting and Physical Meeting, the Company will consolidate such questions. As a result, the questions received may not be addressed individually.

## 3. Voting

Live voting will be conducted during the AGM for Shareholders and Proxy(ies) attending the Physical Meeting or Virtual Meeting. It is important for Shareholders and Proxy(ies) to bring their own web-browser enabled devices for voting at the Physical Meeting or have their own web-browser enabled devices ready for voting during the Virtual Meeting.

Shareholders and Proxy(ies) will be required to log-in via the email address provided during the pre-registration or as indicated in the Proxy Form.

The Proxy Form for the AGM may be accessed at the Company's website at **www.sbstransit.com.sg/agm2023proxyform**, or on SGXNET. The electronic proxy form is also available on the Company's AGM pre-registration site, **www.conveneagm.sg/SBST\_AGM2023**.

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(a) Live Voting

Shareholders and Proxy(ies) may cast their votes in real time for each resolution to be tabled during the AGM via the log-in credentials created during the pre-registration or via their SingPass accounts. Shareholders and Proxy(ies) will have the opportunity to cast their votes via the live voting feature. Shareholders and Proxy(ies) must bring a web-browser enabled device in order to cast their votes.

CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's shares should instead approach their Relevant intermediary as soon as possible to specify voting instructions.

(b) Voting via appointing the Chairman of the Meeting as proxy:

As an alternative to the above, Shareholders may also vote at the AGM by appointing the Chairman of the Meeting as proxy to vote on their behalf. Duly completed Proxy Forms must be:

- (i) deposited at the Company's registered office at 205 Braddell Road, Singapore 579701; or
- (ii) sent via electronic mail to **agm2023@sbstransit.com.sg**; or
- (iii) lodged at the Company's AGM pre-registration website, **www.conveneagm.sg/SBST\_AGM2023**,

and submitted by 10.00 a.m. on Monday, 24 April 2023, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM.

(c) CPF/SRS Investors:

CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's shares should not make use of the Proxy Form and should instead approach their respective intermediary as soon as possible to specify voting instructions. CPF/SRS Investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator at least seven (7) working days before the AGM (i.e. by 10.00 a.m. on Monday, 17 April 2023), to ensure that their votes are submitted.

#### 4. Access to documents or information relating to the AGM

Copies of the following documents have been uploaded on SGXNET on 29 March 2023 and may be accessed via SGXNET and also the Company's website at **www.sbstransit.com.sg**:

- (a) Annual Report for the financial year ended 31 December 2022;
- (b) Circular dated 29 March 2023 in relation to the proposed renewal of the Share Buyback Mandate;
- (c) ComfortDelGro Corporation Limited's notice of nomination to the Company dated 24 January 2023 on the appointment of EY as the auditors of the Company;
- (d) Deloitte's professional clearance letter to EY dated 27 March 2023; and
- (e) EY's letter to the Company dated 27 March 2023 in respect of its consent to act as auditors of the Company.

The copy of the Constitution of the Company is available for inspection at the registered office of the Company at 205 Braddell Road, Singapore 579701 during normal business hours, from the date hereof up to and including the date of the AGM.

# NOTICE OF ANNUAL GENERAL MEETING

## 5. Filming and Photography

When a Shareholder or Proxy attends, speaks and votes at the AGM via electronic means or physically, he/she consents to his/her video and/or photographs being taken for the purpose of publication on the Company's website and publicity materials without further notification.

## FURTHER UPDATES

Shareholders should note that the manner of conducting the AGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conducting the AGM will be announced by the Company on SGXNET. Shareholders are advised to check SGXNET and the Company's website regularly for any further updates.

## PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any actions, proceedings, penalties, liabilities, claims, demands, costs, expenses, losses and damages suffered or incurred by the Company as a result of the member's breach of warranty.