ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

SBS TRANSIT LTD

Security

SBS TRANSIT LTD - SG1F58858209 - S61

Announcement Details

Announcement Title

Annual General Meeting

Date &Time of Broadcast

27-Mar-2024 08:04:25

Status

New

Announcement Reference

SG240327MEETGLVB

Submitted By (Co./ Ind. Name)

Angeline Joyce Lee Siang Pohr

Designation

Company Secretary

Financial Year End

31/12/2023

Event Narrative

Narrative Type	Narrative Text
Additional Text	(1) Notice of Annual General Meeting; and(2) Proxy Form.

Event Dates

Meeting Date and Time

25/04/2024 10:00:00

Response Deadline Date

22/04/2024 10:00:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	Auditorium ComfortDelGro Headquarters 205 Braddell Road Singapore 579701

Attachments

SBS Transit Ltd - Notice of AGM.pdf

SBS Transit Ltd - Proxy Form.pdf

Total size =132K MB



SBS TRANSIT LTD (Incorporated in the Republic of Singapore)

(Co. Reg. No.: 199206653M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-First Annual General Meeting (the "**AGM**") of SBS Transit Ltd. (the "**Company**") will be held on Thursday, 25 April 2024 at 10.00 a.m. via electronic means and in person at: **AUDITORIUM**

COMFORTDELGRO HEADQUARTERS 205 BRADDELL ROAD

SINGAPORE 579701

AGM is for the purpose of transacting the following businesses:

ORDINARY BUSINESS:

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

To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2023 together with the Auditors' Report thereon. (Resolution 1)

To declare a tax-exempt one-tier final dividend of 5.58 Singapore cents (\$\$0.0558) per ordinary share in respect of the financial year ended 31 December 2023. (Resolution 2) (Resolution 3)

To approve the payment of Directors' fees of \$\$930,700 (FY2022: \$\$814,235) for the financial year ended 31 December

To approve the payment of Directors' fees of up to \$\$990,000 for the financial year ending 31 December 2024. [Please refer to Explanatory Note (a)] To re-elect Mr Tan Beng Hai, a Director retiring pursuant to Regulation 100 of the Company's Constitution.

Please refer to Explanatory Note (b)] To re-elect Ms Lee Sok Koon, a Director retiring pursuant to Regulation 100 of the Company's Constitution (Resolution 6) [Please refer to Explanatory Note (c)]

To re-elect Dr Christina Lim Yui Hung, a Director retiring pursuant to Regulation 106 of the Company's Constitution (Resolution 7) [Please refer to Explanatory Note (d)] (Resolution 8)

To re-elect Mr Patrick Daniel, a Director retiring pursuant to Regulation 106 of the Company's Constitution. [Please refer to Explanatory Note (e)]
To re-elect Mr Yeo Teng Chuan, Edwin a Director retiring pursuant to Regulation 106 of the Company's Constitution. (Resolution 9)

[Please refer to Explanatory Note (f)] To note the retirement of Ms Chua Mui Hoong as Director of the Company. 10.

Please refer to Explanatory Note (g)]

To note the retirement of Professor Lim Seh Chun as Director of the Company [Please refer to Explanatory Note (h)]

To note the retirement of Professor Yu Ching Man as Director of the Company

[Please refer to Explanatory Note (i)] To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the (Resolution 10)

Company to fix their remuneration.

SPECIAL BUSINESS:

nd, if thought fit, to pass the following Resolutions: **ORDINARY RESOLUTIONS:**

14. AUTHORITY TO ISSUE SHARES UNDER THE SBS EXECUTIVE SHARE SCHEME

AUTHORITY TO ISSUE SHARES UNDER THE SBS EXECUTIVE SHARE SCHEME

That pursuant to Section 161 of the Companies Act 1967 (the "Companies Act") of Singapore, 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:

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

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 29 April 2021.)

[Please refer to Explanatory Note (j)] 15. RENEWAL OF SHARE BUYBACK MANDATE

- 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: (a)
 - 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 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");

- 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: the date on which the next AGM is held or required by law to be held; and
 - 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; in this Resolution:

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). "Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding related

expenses) which shall not exceed:

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

(120%) of the Average Closing Price,

where:

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 "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

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 the Recolution authorised by this Resolution.

hare Buyback Mandate wa [Please refer to Explanatory Note (k)]

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 5.00p.m. on Monday, 6 May 2024 for the purpose of determining Shareholders' entitlements to the proposed tax exempt one-tier final dividend of 5.58 Singapore cents (\$\$0.0558) per ordinary share for the financial year ended 31 December 2023 (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, 6 May 2024 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, 6 May 2024 will be entitled to the Proposed Final Dividend. The Proposed Final Dividend, if approved by the Shareholders at the Thirty-First Annual General Meeting of the Company, will be paid on Tuesday, 14 May 2024.

BY ORDER OF THE BOARD

SBS TRANSIT LTD

Angeline Joyce Lee Siang Pohr Au Cheen Kuan

Company Secretaries Singapore 27 March 2024

EXPLANATORY NOTES: ORDINARY BUSINESS:

- Resolution 4 is to approve the payment of Directors' Fees for the Non-Executive Directors of the Company during the financial year ending 31 December 2024 ("FY2024"). If the Resolution is passed, the Non-Executive Directors can be paid during the financial year in which the fees are incurred. The proposed Directors' Fees are computed based on the anticipated number of Directors on the Board and composition of the Board Committees, as well as the anticipated number of Board and Board Committee meetings for FY2024. In the event that the amount proposed is insufficient, approval will be sought at the next Annual General Meeting before any payments are made to Non-Executive Directors for the shortfall.
- Mr Tan Beng Hai⁽¹⁾ will, upon re-election as a Director of the Company, serve as Chairman of the Board, Chairman of both the Nominating and Remuneration Committee and the Tenders and Investments Committee, and a member of the Sustainability and Service Quality
- Committee. Mr Tan will be considered an Independent Non-Executive Director of the Company.

 Ms Lee Sok Koon⁽¹⁾ will, upon re-election as a Director of the Company, serve as Chairman of the Audit and Risk Committee and a member of the Tenders and Investments Committee. Ms Lee will be considered an Independent Non-Executive Director of the Company for the purpose of Rule 704(8) of the Listing Manual.
- Dr Christina Lim Yui Hung⁽¹⁾ will, upon re-election as a Director of the Company, serve as a member of the Sustainability and Service Quality Committee. Dr Lim will be considered an Independent Non-Executive Director of the Company. Mr Patrick Daniel⁽¹⁾ will, upon re-election as a Director of the Company, serve as Chairman of the Sustainability and Service Quality Committee. Mr Daniel will be considered an Independent Non-Executive Director of the Company.
- Mr Yeo Teng Chuan, Edwin⁽¹⁾ will, upon re-election as a Director of the Company, serve as a member of the Audit and Risk Committee. Mr Yeo will be considered an Independent Non-Executive Director of the Company for the purpose of Rule 704(8) of the Listing Manual.
- Ms Chua Mui Hoong will, upon her retirement as a Director of the Company at the end of the AGM, cease to be a member of the Sustainability and Service Quality Committee. Professor Lim Seh Chun will, upon his retirement as a Director of the Company at the end of the AGM, cease to be the Chairman of the Sustainability and Service Quality Committee and a member of the Nominating and Remuneration Committee.
- Professor Yu Ching Man will, upon his retirement as a Director of the Company at the end of the AGM, cease to be a member of the
- Tenders and Investments Committee and the Sustainability and Service Quality Committee.
- 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 FY2023 Annual Report of

SPECIAL BUSINESS: Ordinary Resolution 11, 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. The Scheme was approved at the AGM of the Company held on 29 April 2021.

Ordinary Resolution 12, 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 27 March 2024 (the "Circular"), which is available at 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 purchase 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 2023 is set out in the Circular.

NOTES:

(Resolution 4)

(Resolution 5)

(Resolution 11)

(Resolution 12)

- 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. 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. 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 a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- 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 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
- nterest 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.

 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, 15 April 2024). 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.
- 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 agm2024@sbstransit.com.sg; or
- (c) If submitted electronically, be lodged at the Company's AGM pre-registration website, www.conveneagm.sg/SBST_AGM2024,
- in each case, by 10.00 a.m. on Monday, 22 April 2024, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM. 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, 22 April 2024), as certified by The Central Depository (Pte) Limited to the Company. 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.

IMPORTANT INFORMATION

The AGM is being convened and will be held physically ("**Physical Meeting**") and by electronic means ("**Virtual Meeting**"). Shareholders of the Company ("Shareholders") shall take note of the following arrangements for the conduct of the AGM on Thursday, 25 April 2024 at 10.00 a.m.:

Physical Meeting

ir@sbstransit.com.sg.

Physical Meeting

1. Attendance

The pre-registration procedures are set out below: Virtual Meeting

Proceedings of the AGM will be broadcasted through live audiovisual 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/S8ST_AGM2024 for verification purposes by 10.00 a.m. on Monday, 22 April 2024.

Shareholders who are appointing proxy(ies) ("Proxy(ies)") to attend the Virtual Meeting should inform his/her Proxy(ies) to preregister at the URL:www.conveneagm.sg/SBST_AGM2024 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, 22 April 2024), follows this before the size of the holding of the AGM (i.e. by 10.00 a.m. on Monday, 22 April 2024), follows the before the size of th failing which the appointment shall be invalid.
Following verification, the Company will provide verified Shareholders and Proxy(ies) with a confirmation email by Tuesday

Shareholder's and Proxy(les) with a confirmation email by luesday, 23 April 2024 ("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 abovementioned 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, 22 April 2024 but have not received the Confirmation Email for Virtual Meeting by Tuesday, 23 April 2024, 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.

2. Submission of Questions

Submission of questions in advance of the AGM: Shareholders can submit questions in advance relating to the businesses of the AGM either via: electronic mail to ir@sbstransit.com.sg; or

the Company's AGM pre-registration website, www.conveneagm.sg/SBST_AGM2024

All questions must be submitted by 10.00 a.m. on Friday, 12 April 2024.

The Company will endeavour to address questions which are substantial and relevant by 10.00 a.m. on Friday, 19 April 2024, 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, 22 April 2024). Submission of questions during the AGM:

Virtual 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:

(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

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.

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

Please pre-register for verification purposes by 10.00 a.m. on Monday, 22 April 2024 at the URL: **www.conveneagm.sg/SBST_AGM2024** and indicate your interest to attend the AGM physically at the AGM

Shareholders who are appointing Proxy(ies) to attend the Physical Meeting on his/her behalf should inform his/her Proxy(ies) to preregister and specify his/her/their intention to attend the Physical Meeting at the URL:www.conveneagm.sg/SBST_AGM2024 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, 22 April 2024), failing which the appointment shall be invalid.

Verified Shareholders and Proxy(ies) who are successful in the preregistration to attend the Physical Meeting will receive an email by Tuesday, 23 April 2024 ("Confirmation Email for Physical Meeting") via the email address provided during the pre-registration or as

via the email address provided during the pre-registration o indicated in the Proxy Form.

Shareholders who have registered by 10.00 a.m. on Monday, 22 April 2024 but have not received the Confirmation Email for Physical Meeting by Tuesday, 23 April 2024, please email to

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

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. **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

The Proxy Form for the AGM may be accessed at the Company's website at **www.sbstransit.com.sg/agm2024proxyform**, or on SGXNET. The electronic proxy form is also available on the Company's AGM pre-registration site, **www.conveneagm.sg/SBST_AGM2024**. (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 respective relevant intermediary as soon as possible to specify voting instructions 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:

deposited at the Company's registered office at 205 Braddell Road, Singapore 579701; or

(ii) sent via electronic mail to **agm2024@sbstransit.com.sg**; or (iii) lodged at the Company's AGM pre-registration website, www.conveneagm.sg/SBST_AGM2024,

and submitted by 10.00 a.m. on Monday, 22 April 2024, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM. 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, 15 April 2024), to ensure that their votes are submitted.

Access to documents or information relating to the AGM The Annual Report for the financial year ended 31 December 2023 and the Circular dated 27 March 2024 in relation to the proposed renewal of the Share Buyback Mandate have been uploaded on SGXNET on 27 March 2024 and may be accessed via SGXNET and also the Company's website at **www.sbstransit.com.sg**.

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

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 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.

SBS TRANSIT LTD

(Incorporated in the Republic of Singapore)

(Co. Reg. No.: 199206653M)

PROXY FORM ANNUAL GENERAL MEETING

IMPORTANT

- The Thirty-First Annual General Meeting (the "AGM") of the Company will be held physically ("Physical Meeting") and by electronic means ("Virtual Meeting").
- 2. CPF/SRS investors who intend to exercise the voting rights attached to their SBS Transit Ltd shares purchased using their CPF/SRS monies are requested to contact their respective CPF/SRS Approved Nominees.
- 3. By submitting an instrument appointing proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 27 March 2024.

peing a		I/We (Name)					
						(Addres	
Mama	member/members of SBS Transit Ltd	(the "Company "), hereby appoint:			·	
		NRIC/Passpor	RIC/Passport No.		Proportion of Shareholdings		
				No. of Shares		%	
		Email Address					
nd/or ((delete as appropriate)						
Name		NRIC/Passport No.		Proportion of Shareholdings			
				No. of Shares		%	
Address		Email Address					
No.	Resolutions ary Business			For ⁽¹⁾	Against ⁽¹⁾	Abstained ⁽¹⁾	
	ary Rusiness						
	Adoption of Directors' Statement ar	nd Audited Finai	ncial Statements for the				
1.	Adoption of Directors' Statement ar financial year ended 31 December 20	23					
1. 2.	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the	23 financial year en	ded 31 December 2023				
1. 2.	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the Approval of Directors' Fees amounting	23 financial year en	ded 31 December 2023				
1. 2. 3.	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the Approval of Directors' Fees amountir 31 December 2023	23 financial year en ng to S\$930,700	ded 31 December 2023 for financial year ended				
1. 2. 3.	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the Approval of Directors' Fees amountir 31 December 2023 Approval of Directors' Fees of up to December 2024	23 financial year en ng to S\$930,700 S\$990,000 for	ded 31 December 2023 for financial year ended				
1. 2. 3. 4.	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the Approval of Directors' Fees amountir 31 December 2023 Approval of Directors' Fees of up to December 2024 Re-election of Mr Tan Beng Hai as a I	23 financial year en ng to S\$930,700 S\$990,000 for Director	ded 31 December 2023 for financial year ended				
 1. 2. 3. 4. 5. 6. 	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the Approval of Directors' Fees amountir 31 December 2023 Approval of Directors' Fees of up to December 2024 Re-election of Mr Tan Beng Hai as a I Re-election of Ms Lee Sok Koon as a	23 financial year en ng to S\$930,700 S\$990,000 for Director Director	ded 31 December 2023 for financial year ended financial year ending 31				
1. 2. 3. 4. 5. 6. 7.	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the Approval of Directors' Fees amountir 31 December 2023 Approval of Directors' Fees of up to December 2024 Re-election of Mr Tan Beng Hai as a I Re-election of Ms Lee Sok Koon as a Re-election of Dr Christina Lim Yui H	financial year en financial year en og to S\$930,700 S\$990,000 for Director Director ung as a Director	ded 31 December 2023 for financial year ended financial year ending 31				
1. 2. 3. 4. 5. 6. 7. 8.	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the Approval of Directors' Fees amountir 31 December 2023 Approval of Directors' Fees of up to December 2024 Re-election of Mr Tan Beng Hai as a Re-election of Ms Lee Sok Koon as a Re-election of Mr Patrick Daniel as a	financial year en financial year en og to \$\$930,700 \$\$990,000 for Director Director ung as a Director Director	ded 31 December 2023 for financial year ended financial year ending 31				
1. 2. 3. 4. 5. 6. 7. 8. 9.	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the Approval of Directors' Fees amountir 31 December 2023 Approval of Directors' Fees of up to December 2024 Re-election of Mr Tan Beng Hai as a I Re-election of Ms Lee Sok Koon as a Re-election of Dr Christina Lim Yui H	financial year en ing to \$\$930,700 \$\$990,000 for Director Director ung as a Director dwin as a Director	ded 31 December 2023 for financial year ended financial year ending 31				
1. 2. 3. 4. 5. 6. 7. 8. 9. 10.	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the Approval of Directors' Fees amountir 31 December 2023 Approval of Directors' Fees of up to December 2024 Re-election of Mr Tan Beng Hai as a I Re-election of Ms Lee Sok Koon as a Re-election of Dr Christina Lim Yui H Re-election of Mr Patrick Daniel as a Re-election of Mr Yeo Teng Chuan, E Re-appointment of Auditors and authoral Business	financial year en financial year en og to \$\$930,700 \$\$990,000 for Director Director ung as a Director dwin as a Director dwin as a Director	ded 31 December 2023 for financial year ended financial year ending 31 or or rs to fix their remuneration				
1. 2. 3. 4. 4. 5. 6. 7. 8. 9. 10. Specia 11.	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the Approval of Directors' Fees amountir 31 December 2023 Approval of Directors' Fees of up to December 2024 Re-election of Mr Tan Beng Hai as a IR-election of Ms Lee Sok Koon as a Re-election of Dr Christina Lim Yui Hallow Re-election of Mr Patrick Daniel as a Re-election of Mr Yeo Teng Chuan, ER-appointment of Auditors and authoral Business Authority to issue shares under the Si	financial year en ag to \$\$930,700 s\$990,000 for Director Director ung as a Director dwin as a Directorising the Director	ded 31 December 2023 for financial year ended financial year ending 31 or or rs to fix their remuneration				
1. 2. 3. 4. 4. 5. 6. 7. 8. 9. 10. Specia 11. 12. If you	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the Approval of Directors' Fees amountir 31 December 2023 Approval of Directors' Fees of up to December 2024 Re-election of Mr Tan Beng Hai as a IR e-election of Ms Lee Sok Koon as a Re-election of Dr Christina Lim Yui Hardelection of Mr Patrick Daniel as a Re-election of Mr Yeo Teng Chuan, Exe-appointment of Auditors and authoral Business Authority to issue shares under the State with the exercise all your votes "For" or "Again wish to exercise all your votes "For" or "Again"	financial year en g to \$\$930,700 s\$990,000 for Director Director ung as a Director dwin as a Director dwin as a Director sising the Director BS Executive Shate	ded 31 December 2023 for financial year ended financial year ending 31 or or rs to fix their remuneration are Scheme	ided. Alternatively,	please indicate th	e number of vot	
1. 2. 3. 4. 5. 6. 7. 8. 9. 10. Specia 11. 12.	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the Approval of Directors' Fees amountir 31 December 2023 Approval of Directors' Fees of up to December 2024 Re-election of Mr Tan Beng Hai as a IR Re-election of Ms Lee Sok Koon as a Re-election of Dr Christina Lim Yui Hardelection of Mr Patrick Daniel as a Re-election of Mr Yeo Teng Chuan, Ere-appointment of Auditors and authoral Business Authority to issue shares under the SIR Renewal of the Share Buyback Mandalu wish to exercise all your votes "For" or "Again propriate.	financial year ening to \$\$930,700 \$\$990,000 for Director Director ung as a Director dwin as a Director dwin as a Director 3S Executive Shalate ast" or "Abstain", ple	ded 31 December 2023 for financial year ended financial year ending 31 or or or sto fix their remuneration are Scheme ase tick [/] within the box provi				
1. 2. 3. 4. 5. 6. 7. 8. 9. 10. Specia 11. 12.	Adoption of Directors' Statement ar financial year ended 31 December 20 Declaration of Final Dividend for the Approval of Directors' Fees amountir 31 December 2023 Approval of Directors' Fees of up to December 2024 Re-election of Mr Tan Beng Hai as a IR e-election of Ms Lee Sok Koon as a Re-election of Dr Christina Lim Yui Hardelection of Mr Patrick Daniel as a Re-election of Mr Yeo Teng Chuan, Exe-appointment of Auditors and authoral Business Authority to issue shares under the State with the exercise all your votes "For" or "Again wish to exercise all your votes "For" or "Again"	financial year ening to \$\$930,700 \$\$990,000 for Director Director ung as a Director dwin as a Director dwin as a Director 3S Executive Shalate ast" or "Abstain", ple	ded 31 December 2023 for financial year ended financial year ending 31 or or rs to fix their remuneration are Scheme			e number of vot	

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 a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (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. A member should insert the total number of shares held. If the member has shares entered against his/her name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she should insert that number of shares. If the member has shares registered in his/her name in the Register of Members of the Company, he/she should insert that number of shares. If the member has shares entered against his/her name in the Depository Register and shares registered in his/her name in the Register of Members, he/she should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
- 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 agm2024@sbstransit.com.sg; or
 - (c) If submitted electronically, be lodged at the Company's AGM pre-registration website, www.conveneagm.sg/SBST_AGM2024,
 - in each case, by 10.00 a.m. on Monday, 22 April 2024, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM.
- 6. 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.
- 7. CPF or 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, 15 April 2024). 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.
- 8. The Company shall be entitled to reject an instrument appointing a proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy which has been 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, as certified by The Central Depository (Pte) Limited to the Company.

Fold along this line

Affix postage stamp

Glue all sides firmly. Stapling and spot sealing are disallowed

THE COMPANY SECRETARY
SBS TRANSIT LTD

205 Braddell Road Singapore 579701