

# EMERGING TOWNS & CITIES SINGAPORE LTD.

(Incorporated in the Republic of Singapore)  
(Company Registration No. 198003839Z)

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## IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE COMPANY'S ANNUAL GENERAL MEETING ON 12 JUNE 2020

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(1) **ANNUAL GENERAL MEETING TO BE HELD BY WAY OF ELECTRONIC MEANS; NO ATTENDANCE IN PERSON AT ANNUAL GENERAL MEETING**

(2) **ALTERNATIVE ARRANGEMENTS TO PARTICIPATE AT ANNUAL GENERAL MEETING**

1. **INTRODUCTION**

The board of directors (the "**Board**") of Emerging Towns & Cities Singapore Ltd. (the "**Company**") and together with its subsidiaries, the "**Group**") refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means.
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Relevant Order**") which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies.; and
- (c) the joint statement released by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020, which was subsequently amended on 27 April 2020 to include the requirements of the Relevant Order, regarding providing additional guidance on the conduct of General Meetings during elevated safe distancing period.

2. **ANNUAL GENERAL MEETING TO BE HELD BY WAY OF ELECTRONIC MEANS AND NO ATTENDANCE AT AGM**

The Board refers to the Notice of Annual General Meeting ("**AGM**") dated 15 April 2020 ("**Notice of AGM**"), which set out the venue at which the AGM will be held on Friday, 12 June 2020 at 10.30 a.m..

**Due to the COVID-19 outbreak in Singapore and in line with the provisions under the Relevant Order, the AGM will no longer be held at the venue stated in the Notice of AGM but will now be held solely by way of electronic means on Friday, 12 June 2020 at 10.30 a.m..**

In light of the safe distancing measures implemented by the Singapore Government arising from the COVID-19 outbreak, **Shareholders will not be allowed to attend the AGM in person**. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the AGM by (a) watching the AGM proceedings via "live" webcast or listening to the AGM proceedings via "live" audio feed, (b) submitting questions in advance of the AGM,

and/or (c) voting by proxy at the AGM. Please see paragraph 4 below for these alternative arrangements.

**In view of the alternative arrangements, Shareholders are advised to disregard the notes to the Notice of AGM and the proxy form relating to the procedural arrangements of the AGM, and to refer to paragraph 4 below instead.**

### **3. NOTICE OF AGM, PROXY FORM, ANNUAL REPORT AND LETTER TO SHAREHOLDERS**

The Notice of AGM and the proxy form in respect of the AGM were uploaded on SGXNet on 15 April 2020 with the Company's annual report for the financial year ended 31 December 2019 ("**Annual Report 2019**") and the letter to shareholders dated 15 April 2020 in relation to resolution 9 of the Notice of AGM (the "**Letter**"). Printed copies of the Notice of AGM and the proxy form in respect of the AGM were despatched to Shareholders on 15 April 2020.

As stated in the Request Form despatched to Shareholders on 15 April 2020, printed copies of the Annual Report 2019 and the Letter will only be available to Shareholders upon submission of a duly completed request form to the Company by 2 June 2020.

The Annual Report 2019 and the Letter have been uploaded on SGXNet and may be accessed at the Company's website at the URL <http://investor.etcsingapore.com/news.html/id/772903>. A copy of the Notice of AGM may be accessed in the Annual Report 2019.

No printed copies of this Announcement will be despatched to Shareholders. This Announcement and a copy of the proxy form has also been uploaded on SGXNet and may also be accessed at the Company's website at the URL <http://investor.etcsingapore.com/newsroom.html>. A copy of the proxy form may also be accessed in the Annual Report 2019.

A Shareholder will need an internet browser and PDF reader to view these documents on SGXNet and the Company's website.

Shareholders are advised to read the Notice of AGM carefully in order to decide whether they should vote in favour of or against the ordinary resolutions, or to abstain from voting on the ordinary resolutions, to be tabled at the AGM.

### **4. ALTERNATIVE ARRANGEMENTS**

The following are the alternative arrangements which have been put in place for the AGM:

(a) *"Live" webcast and "live" audio feed*

The Company will conduct the proceedings of the AGM by way of electronic means. Shareholders will be able to watch these proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, Shareholders must follow these steps:

- Shareholders who wish to watch the "live" webcast or listen to the "live" audio feed must pre-register by 10.30 a.m. on 9 June 2020, at the URL <https://etcsingaporeagm.listedcompany.com/2020agm>. Pre-registration will be closed at 10.30 a.m. on 9 June 2020.
- Following the authentication of the Shareholders' status as shareholders, authenticated Shareholders will receive email instructions on how to access the

webcast and audio feed of the AGM proceedings by 11 June 2020. Shareholders who have received the email instructions must not forward the email instructions to other persons who are not shareholders or who are not entitled to attend the AGM. This is to avoid any technical disruption or overload to the "live" webcast or "live" audio feed.

- Shareholders who do not receive an email by 11.30 a.m. on 11 June 2020, but who have registered by the deadline of 10.30 a.m. on 9 June 2020, should contact the Company at the following email address: [info@etcsingapore.com](mailto:info@etcsingapore.com).

*(b) Submission of questions in advance*

Shareholders may also submit questions related to the resolutions to be tabled for approval at the AGM:

- All questions must be submitted by 10.30 a.m. on 9 June 2020:
  - via the pre-registration website at the URL <https://etcsingaporeagm.listedcompany.com/2020agm>; or
  - in hard copy by sending personally or by post and lodging the same at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544.
- Shareholders will need to identify themselves when posing questions by mail by providing the following details:
  - the Shareholder's full name as it appears on his/her/its CDP/CPF/SRS share records;
  - the Shareholder's NRIC/Passport/UEN number;
  - the Shareholder's contact number and email address; and
  - the manner in which the Shareholder holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

- The Company will address substantial and relevant questions, as determined by the Company, relating to the resolutions to be tabled for approval at the AGM as received from Shareholders either before or during the AGM.
- The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet and the Company's website, and the minutes will include the responses to the questions referred to above.
- Please note that Shareholders will not be able to ask questions at the AGM "live" during the webcast and the audio feed, and therefore it is important for Shareholders to submit their questions in advance of the AGM.

*(c) Proxy voting*

**Shareholders will not be allowed to attend the AGM in person and will not be able to vote online on the resolutions to be tabled for approval at the AGM. Instead, if**

**Shareholders (whether individual or corporate) wish to exercise their votes, they must appoint the Chairman of the AGM as their proxy to vote on their behalf, via the submission of a proxy form.**

**Shareholders who have previously submitted proxy forms do not have to submit proxy forms again provided that (a) they had indicated in their proxy forms that they have appointed the Chairman of the AGM as their proxy, (b) they had indicated in their proxy forms how they wished to vote for or vote against or abstain from voting on each resolution; and (c) they do not withdraw the proxy form.** In these circumstances, if these shareholders are verified as shareholders as at 10.30 am on 9 June 2020, the Company shall be entitled to, and will, treat such proxy forms as appointing the Chairman of the Meeting as their proxy to attend, speak and vote at the AGM in accordance with their specified instructions. Submission by a shareholder of a valid proxy form appointing the Chairman of the Meeting as proxy by 10.30 am on 9 June 2020 will supersede any previous instrument appointing a proxy(ies) submitted by that shareholder.

- Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid. The Chairman of the AGM, as proxy, need not be a member of the Company.
- Shareholders should insert the total number of Shares registered in their name in the proxy form. If a Shareholder has Shares entered against his/her/its name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Cap. 289)), the Shareholder should insert that number of Shares. If a Shareholder has Shares registered in his/her/its name in the Register of Members, the Shareholder should insert that number of Shares. If a Shareholder has Shares registered in his/her/its name in the Depository Register and Shares registered in his/her/its name in the Register of Members, the Shareholder should insert the aggregate number of Shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members. If the number of Shares is not inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by the Shareholder.
- The proxy form can be submitted to the Company in hard copy form or by email:
  - in hard copy and sent personally or by post, the proxy form must be deposited at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544; or
  - if by email, the proxy form must be received by the Company's Share Registrar at [main@zicoholdings.com](mailto:main@zicoholdings.com),

in either case, not less than 72 hours before the time for holding the AGM, and in default the instrument of proxy shall not be treated as valid. A Depositor's name must appear in the Depository Register maintained by the Central Depository (Pte) Limited not less than 72 hours before the time appointed for the holding of the AGM in order for him to be entitled to vote at the AGM.

- Printed copies of the proxy form in respect of the AGM were despatched to Shareholders on 15 April 2020. A copy of the proxy form may also be found in

the Annual Report 2019 at the Company's website at the URL <http://investor.etcsingapore.com/news.html/id/772903> and has also been made available on SGXNet.

- A Shareholder who wishes to submit an instrument of proxy must first complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.**
- If sent personally or by post, the instrument appointing the Chairman of the AGM as proxy of an individual must be under the hand of the appointor or of his attorney duly authorised in writing and the instrument appointing the Chairman of the AGM as proxy of a corporation must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
- Where an instrument appointing the Chairman of the AGM as proxy is submitted by email, it must be authorised in the following manner:
  - by way of the affixation of an electronic signature by the appointer or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
  - by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.
- Where an instrument appointing the Chairman of the AGM as proxy is signed or, as the case may be, authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- The Company shall be entitled to reject any instrument appointing the Chairman of the AGM as 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 in the instrument (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the AGM as proxy). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
- Persons who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including CPF or SRS investors) and who wish to participate in the AGM ("**Relevant Intermediary Participants**") by (a) observing and/or listening to the AGM proceedings via the "live" webcast or the "live" audio feed in the manner provided in paragraph 4(a) above; (b) submitting questions in advance of the AGM in the manner provided

in paragraph 4(b) above; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.30 a.m. on 3 June 2020 in order to allow sufficient time for their relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf not less than 72 hours before the time for holding the AGM.

**PERSONAL DATA PRIVACY:** By pre-registering to attend the AGM and/or any adjournment thereof, submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, submitting any questions related to the resolutions to be tabled for approval at the AGM or submitting any details of Relevant Intermediary Participants in connection with the AGM, 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, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy and the participation of Relevant Intermediary Participants for the AGM (including any adjournment thereof) and the preparation, compilation and publication 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (ii) warrants that where the member discloses the personal data of Relevant Intermediary Participants to the Company (or its agents), the member has obtained the prior consent of such Relevant Intermediary Participants for the collection, use and disclosure by the Company (or its agents) of the personal data of such Relevant Intermediary Participants for the Purposes.

## 5. FURTHER INFORMATION

For further information on the conduct of the AGM and the alternative arrangements, shareholders can refer to the Company's website at the following URL <http://investor.etc singapore.com/home.html>.

**Important reminder: The Company would remind Shareholders that, with the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its AGM arrangements at short notice. Shareholders should check the above URL and SGXNet for updates on the AGM.**

The Company would like to thank all Shareholders for their patience and co-operation in enabling the Company to hold its AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

### By Order of the Board

Mr Tan Thiam Hee  
Group Chief Executive Officer and Executive Director

22 May 2020

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange*

*Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this announcement.*

*This announcement has not been examined or approved by the SGX-ST and the SGX-ST assume no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is: Name: Mr Shervyn Essex, Registered Professional, RHT Capital Pte. Ltd. Address: 9 Raffles Place, #29-01 Republic Plaza Tower 1, Singapore 048619 Telephone: (65) 6381 6966*