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SBS TRANSIT LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199206653M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Second Annual General Meeting (the “**AGM**”) of SBS Transit Ltd (the “**Company**”) will be held on Thursday, 24 April 2025 at 10.00 a.m. via electronic means and in person at:

**AUDITORIUM
COMFORTDELGRO HEADQUARTERS
205 BRADDELL ROAD
SINGAPORE 579701**

The 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 2024 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a tax-exempt one-tier final dividend of 14.69 Singapore cents (S\$0.1469) per ordinary share in respect of the financial year ended 31 December 2024. **(Resolution 2)**
3. To declare a tax-exempt one-tier special dividend of 8.41 Singapore cents (S\$0.0841) per ordinary share in respect of the financial year ended 31 December 2024. **(Resolution 3)**
4. To approve the payment of Directors’ fees of up to S\$990,000 for the financial year ending 31 December 2025.
[Please refer to Explanatory Note (a)] **(Resolution 4)**
5. To re-elect Mr Cheng Siak Kian, a Director retiring pursuant to Regulation 100 of the Company’s Constitution.
[Please refer to Explanatory Note (b)] **(Resolution 5)**
6. To re-elect Mr Desmond Choo Pey Ching, a Director retiring pursuant to Regulation 100 of the Company’s Constitution.
[Please refer to Explanatory Note (c)] **(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 (d)] **(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 (e)] **(Resolution 8)**
9. To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 9)**

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 (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:
 - (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 (f)]

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
 - (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

"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 (g)]

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, 5 May 2025 for the purpose of determining Shareholders' entitlements to the proposed tax exempt one-tier final dividend of 14.69 Singapore cents (S\$0.1469) per ordinary share for the financial year ended 31 December 2024 (the "**Proposed Final Dividend**") and the proposed tax exempt one-tier special dividend of 8.41 Singapore cents (S\$0.0841) per ordinary share for the financial year ended 31 December 2024 (the "**Proposed Special 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, 5 May 2025, will be registered to determine Shareholders' entitlements to the Proposed Final Dividend and the Proposed Special 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, 5 May 2025 will be entitled to the Proposed Final Dividend and the Proposed Special Dividend.

The Proposed Final Dividend and the Proposed Special Dividend, if approved by the Shareholders at the Thirty-Second Annual General Meeting of the Company, will be paid on Tuesday, 13 May 2025.

BY ORDER OF THE BOARD SBS TRANSIT LTD

Angeline Joyce Lee Siang Pohr
Au Cheen Kuan
Company Secretaries
Singapore

25 March 2025

EXPLANATORY NOTES:

ORDINARY BUSINESS:

- (a) 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 2025 ("**FY2025**") so that such fees can be paid during the financial year in which they are incurred. The actual amount of Directors' fees paid out for the financial year ended 31 December 2024 was \$929,384.98. The proposed Directors' Fees for FY2025 were 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 FY2025. 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.
- (b) Mr Cheng Siak Kian⁽¹⁾ will, upon re-election as a Director of the Company, serve as the Deputy Chairman of the Board, a member of the Nominating and Remuneration Committee and the Tenders and Investments Committee. Mr Cheng will be considered a Non-Independent Non-Executive Director of the Company.
- (c) Mr Desmond Choo Pey Ching⁽¹⁾ will, upon re-election as a Director of the Company, serve as a member of the Nominating and Remuneration Committee. Mr Choo will be considered an Independent Non-Executive Director of the Company.
- (d) Ms Susan Kong Yim Pui⁽¹⁾ will, upon re-election as a Director of the Company, serve as a member of the Audit and Risk Committee, the Nominating and Remuneration Committee and the Tenders and Investments 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.
- (e) Dr Tan Kim Siew⁽¹⁾ will, upon re-election as a Director of the Company, serve as a member of the Audit and Risk Committee and the Nominating and Remuneration 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.

⁽¹⁾ 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 FY2024 Annual Report of the Company.

SPECIAL BUSINESS:

- (f) 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. The Scheme was approved at the AGM of the Company held on 29 April 2021.
- (g) 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 25 March 2025 (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 2024 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 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. 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 Friday, 11 April 2025). 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 **agm2025@sbstransit.com.sg**; or
 - (c) If submitted electronically, be lodged at the Company’s AGM pre-registration website, **www.conveneagm.sg/SBST_AGM2025**,
in each case, by 10.00 a.m. on Monday, 21 April 2025, 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, 21 April 2025), 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.

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, 24 April 2025 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_AGM2025** for verification purposes by 10.00 a.m. on Monday, 21 April 2025.

Physical Meeting

Please pre-register for verification purposes by 10.00 a.m. on Monday, 21 April 2025 at the URL: **www.conveneagm.sg/SBST_AGM2025** and indicate your interest to attend the AGM physically at the AGM venue.

Virtual Meeting

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_AGM2025** 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, 21 April 2025), failing which the appointment shall be invalid.

Following verification, the Company will provide verified Shareholders and Proxy(ies) with a confirmation email by Tuesday, 22 April 2025 ("**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, 21 April 2025 but have not received the Confirmation Email for Virtual Meeting by Tuesday, 22 April 2025, 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

(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_AGM2025**.

All questions must be submitted by 10.00 a.m. on **Thursday, 10 April 2025**.

The Company will endeavour to address questions which are substantial and relevant by 10.00 a.m. on Thursday, 17 April 2025, which is more than 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, 21 April 2025).

Physical Meeting

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_AGM2025** 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, 21 April 2025), 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, 22 April 2025 ("**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, 21 April 2025 but have not received the Confirmation Email for Physical Meeting by Tuesday, 22 April 2025, 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**.

- (b) Submission of questions during the AGM:

Virtual Meeting

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/agm2025proxyform**, or on SGXNET. The electronic proxy form is also available on the Company's AGM pre-registration site, **www.conveneagm.sg/SBST_AGM2025**.

- (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.

- (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 **agm2025@sbstransit.com.sg**; or
- (iii) lodged at the Company's AGM pre-registration website, **www.conveneagm.sg/SBST_AGM2025**,

and submitted by 10.00 a.m. on Monday, 21 April 2025, 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 Friday, 11 April 2025), to ensure that their votes are submitted.

4. Access to documents or information relating to the AGM

The Annual Report for the financial year ended 31 December 2024 and the Circular dated 25 March 2025 in relation to the proposed renewal of the Share Buyback Mandate have been uploaded on SGXNET on 25 March 2025 and may be accessed via SGXNET and also the Company's website at www.sbstransit.com.sg.

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.

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.