

1 November 2021

To: Members of Straits Times Co-operative Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

1. In light of the COVID19 situation, we wish to inform that the Extraordinary General Meeting (the “EGM”) of Straits Times Co-operative Limited (the “Co-operative”) will be convened and held by way of electronic means (**virtual EGM**) on **Thursday, 25 November 2021 at 6.30pm**.
2. Enclosed herewith are the **Proposed Amendments to By-Laws Nov 2021, Notice of EGM and Agenda, Annex A: Alternative Arrangements** and **Annex B: Proxy Form** for the EGM.
3. You may observe the proceedings at the EGM by electronic means (**virtual EGM**). If you wish to do so, please complete **Pre-registration Form** and submit it to us before **5.00pm on 19 November 2021** via pre-registration website [here](#).
4. Additionally, any substantial and relevant matters or questions that you have regarding the Agenda should be raised prior to the EGM to give sufficient time to the Committee of Management (COM) to address them. Please submit any substantial and relevant questions or matters regarding the EGM in **Pre-submission of Questions Form** to us before **5.00pm on 19 November 2021** via pre-registration website [here](#).
5. Adhering to the guidelines issued by the Registry of Co-operative Societies on Alternative Arrangements for the Conduct of Meetings for Co-operative Societies, a member is deemed to be present at a meeting if the member has appointed the chairman of the meeting as the member’s proxy to attend, speak and vote at the meeting. If you wish to appoint the chairman of the meeting as your proxy to attend, speak and vote at the EGM, please complete **Proxy Form** and submit it to us before **5.00pm on 19 November 2021** via pre-registration website [here](#).

Thank you.

On behalf of the Committee of Management



Lei Ivy
Secretary

1 November 2021

To: Members of Straits Times Co-operative Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Straits Times Co-operative Limited, will be convened and held by way of electronic means on **Thursday, 25 November 2021** at **6.30 pm** for the following purposes:

AGENDA

1. To approve the proposed amendments to the by-laws of the Co-operative. **Resolution 1**

On behalf of the Committee of Management



Lei Ivy
Secretary

EXPLANATORY NOTES:

RESOLUTION 1 The proposed amendments to the by-laws of the Co-operative as appended.

With the restructuring of Singapore Press Holdings Group, >90% of the Straits Times Co-operative Limited (ST Coop)'s members will be transferred to SPH Media Ltd that will be a subsidiary of the SPH Media Trust Group, a company limited by guarantee.

Hence, the ST Coop's membership will have to open to the employees of SPH Media Trust Group and its subsidiary companies.

ST Coop, being a small setup with minimal manpower resources, she needs to focus on servicing a specific company to be sustainable.

And because the different companies will be under separate HR policies and payment mechanisms, members from the SPH Non-Media Group (SPH Group) and Times Publishing Group will cease their membership from ST Coop.

The By-laws have to take effect on 1 Dec 2021 as this is the stipulated date for the split of SPH Media Trust Group from SPH Group.



Important Notes

- (1) Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Extraordinary General Meeting in person.
- (2) The Extraordinary General Meeting will be convened and held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Charities, Co-operative Societies and Mutual Benefit Organisations) Order 2020.
- (3) Please refer to **Annex A: Alternative Arrangements** for details of how the Extraordinary General Meeting will be conducted, including how members may electronically access the meeting, send to the chairman of the meeting the substantial and relevant matters which they wish to raise, and cast their votes.
- (4) A member must appoint the chairman of the meeting as his/her proxy to attend, speak and vote on his/her behalf at the Extraordinary General Meeting if such member wishes to exercise his/her voting rights at the Extraordinary General Meeting. Please refer to **Annex B: Proxy Form** for information on how the chairman of the meeting may be appointed as proxy to vote.
- (5) Please go to the pre-registration website below to
 - a. pre-register to attend the EGM,
 - b. pre-submission of questions regarding the EGM, and
 - c. submit proxy form.

Link to - [Pre-Registration Website](#)

Annex A: Alternative Arrangements for Extraordinary General Meeting of Straits Times Co-operative Limited on Thursday, 25 November 2021 at 6.30pm

1. **No personal attendance at the Extraordinary General Meeting ('EGM')**: Due to the current COVID-19 situation in Singapore, members will not be able to attend the EGM in person.
2. **Participation at the EGM electronically**: Members may participate at the EGM by:
 - (a) attending or observing and listening to the EGM proceedings by electronic means;
 - (b) submitting matters that they wish to raise in advance of the EGM; and
 - (c) appointing the chairman of the meeting as proxy to attend, speak and vote on their behalf at the EGM.
3. **Steps for pre-registration, pre-submission of questions and voting at the EGM:**

Steps	Details
PRE-REGISTRATION FORM – To attend EGM by electronic means	<p>Members must pre-register at the pre-registration website here from now till 5.00pm 19 November 2021 to enable the Co-operative to verify their membership.</p> <p>Following the verification, authenticated members will receive a confirmation email by 5.00pm on 23 November 2021. The email will contain the link to access the live audio-visual webcast stream of the EGM proceedings.</p> <p>Members who do not receive a confirmation email by 5.00pm on 23 November 2021, but have registered by the deadline for pre-registration should contact Straits Times Co-operative Limited at 6319 5619 / 6319 1123 or tlsche@sph.com.sg.</p>
PRE-SUBMISSION OF QUESTIONS FORM – To pre-submit any substantial and relevant questions regarding the EGM	<p>Members will not be able to raise matters or ask questions at the EGM live during the audio-visual webcast stream.</p> <p>In advance of the EGM, members should send to the chairman of the meeting the matters which they wish to raise at the meeting, in the following manner:</p> <p>(a) Via pre-registration website: Members who pre-register to observe and/or listen to the EGM proceedings may submit their questions via the pre-registration website here.</p> <p>(b) By email: Questions may be emailed to Straits Times Co-operative Limited at tlsche@sph.com.sg.</p> <p>(c) By post: Questions may be sent by post to Straits Times Co-operative Limited at 1000 Toa Payoh North News Centre Annexe Block Level 5 S318994.</p> <p>Deadline to submit questions: All questions must be submitted by 5.00pm on 19 November 2021.</p> <p>Addressing questions: All substantial and relevant matters raised before the deadline will be addressed by the Committee of Management prior to, or at, the EGM.</p> <p>The Committee of Management will endeavour to address all substantial and relevant matters raised by members during the EGM through live audio-visual webcast stream. However, as there may not be sufficient time to address all such matters raised during the EGM itself, responses to those questions which could not be addressed during the EGM will be published on the Co-op's website prior to the EGM.</p>



Steps	Details
PROXY FORM – To appoint the chairman of the meeting as your proxy to attend, speak and vote at the EGM	<p>Appointment of chairman of the meeting as proxy: Members who wish to vote on the resolutions to be tabled at the EGM must appoint the chairman of the meeting as their proxy to attend, speak and vote on their behalf at the EGM, by depositing with the Co-op an instrument of appointment ('proxy form'). Detailed instructions may be found in the proxy form (Annex B).</p> <p>Specific voting instructions to be given: Where members appoint the chairman of the meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of each resolution in the proxy form, failing which the appointment of the chairman of the meeting as proxy for that resolution will be treated as invalid.</p> <p>Submission of proxy forms: Proxy forms must be submitted via the pre-registration website here and must reach the Co-op by 5.00pm on 19 November 2021.</p>

4. **The EGM will be held at 6.30pm on Thursday 25 November 2021.** Members may electronically access the meeting by:
- Clicking on the link in the confirmation email to access the live audio-visual webcast of the EGM proceedings.

Annex B: Proxy Form¹ for Extraordinary General Meeting of Straits Times Co-operative Limited on 25 November 2021 at 6.30pm

I, _____ (name of member) (*NRIC / Staff Pass ID No _____), being a member of Straits Times Co-operative Limited ('the Co-op') hereby appoint the chairman of the meeting as my proxy to attend, speak and vote for me and on my behalf, at the Extraordinary General Meeting of the Co-op, to be convened and held by way of electronic means on **25 November 2021 at 6.30pm** and at any adjournment thereof in the following manner:

*Delete as appropriate

No.	Proposed Resolutions	For	Against	Abstain
1	To approve the proposed amendments to the by-laws of the Co-operative.			

If you wish the chairman of the meeting as your proxy to cast all your votes **For** or **Against** a resolution, please tick with "√" in the **For** or **Against** box in respect of that resolution. If you wish the chairman of the meeting as your proxy to **Abstain** from voting on a resolution, please tick with "√" in the **Abstain** box in respect of that resolution. **In the absence of specific directions in respect of a resolution, the appointment of the chairman of the meeting as your proxy for that resolution will be treated as invalid.**

Dated this _____ day of _____ 2021.

Signature of member

Important Notes:

- (1) The Extraordinary General Meeting will be convened and held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Charities, Co-operative Societies and Mutual Benefit Organisations) Order 2020.
- (2) Alternative arrangements relating to attendance at the Extraordinary General Meeting via electronic means (including the means by which the meeting can be electronically accessed), sending of substantial and relevant matters to be raised to the chairman of the meeting in advance of the Extraordinary General Meeting, addressing of substantial and relevant matters before or at the Extraordinary General Meeting, and voting by appointing the chairman of the meeting as proxy at the Extraordinary General Meeting, are set out in the accompanying Notice of Extraordinary General Meeting dated **1 November 2021**.
- (3) **Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Extraordinary General Meeting in person. A member must appoint the chairman of the meeting as his/her proxy to attend, speak and vote on his/her behalf at the Extraordinary General Meeting if such member wishes to exercise his/her voting rights at the Extraordinary General Meeting.**

¹ Instrument of appointment under the Second Schedule of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Charities, Co-operative Societies and Mutual Benefit Organisations) Order 2020.



- (4) By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out below.

Personal Data Privacy

By submitting an instrument appointing the chairman of the meeting as proxy to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member is deemed to have consented to the collection, use and disclosure of the member's personal data by the Co-operative (or its agents or service providers) for the purposes of:

- (a) processing and administration of the member's appointment of the chairman of the meeting as proxy for the Extraordinary General Meeting (including any adjournment thereof);
 - (b) preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof); and
 - (c) compliance by the Co-operative (or its agents or service providers) with any applicable laws, regulations, guidelines and/or the Co-operative's by-laws.
- (5) Where a member appoints the chairman of the meeting as his/her proxy, he/she must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the chairman of the meeting as proxy for that resolution will be treated as invalid.
- (6) The instrument appointing the chairman of the meeting as proxy (i.e. **this Proxy Form**) must be **deposited with the Co-op** in the following manner:
- (a) if submitted by post, be lodged with Straits Times Co-operative Limited at 1000 Toa Payoh North News Centre Annexe Block Level 5 S318994; or
 - (b) if submitted electronically via pre-registration website [here](#), in either case, it must reach the Co-op by **5.00pm on 19 November 2021**.
- (7) A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the mailing address provided above, or before scanning and sending it by email to the email address provided above.
- (8) **In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically.**
- (9) The instrument appointing the chairman of the meeting as proxy must be under the hand of the appointer or of his attorney duly authorised in writing or, where it is executed by an organisation, be executed either under its seal or under the hand of an officer or attorney duly authorised.
- (10) The Co-op shall be entitled to reject the instrument appointing the chairman of the meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing the chairman of the meeting as proxy.