ADDITIONAL Information

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WORLDWIDE RESORTS

Banyan Tree

Africa

Banyan Tree Tamouda Bay

Route Nationale 13, POB 526 93100 Fnideq, Morocco

Tel: +00 212 539 669 999 Fax: +00 212 539 669 985 reservations-tamoudabay@ banyantree.com

Americas

Banyan Tree Cabo Marqués

Blvd. Cabo Marqués, Lote 1 Col. Punta Diamante Acapulco, Guerrero 39907 Mexico

Tel: +52 744 980 0685 Tel: +1 855 224 9990 cabomargues@banyantree.com

Banyan Tree Mayakoba

Carretera Federal Chetumal-Puerto Juárez Km. 298 Playa del Carmen Quintana Roo Mexico Tel: +52 984 877 3699 reservations-mayakoba@ banyantree.com

Banyan Tree Puebla

10 Norte #1402, Col. Barrio del Alto Puebla, Puebla. CP. 72000 Mexico Tel : +52 222 122 2300

reservations-puebla@banyantree.com

Asia Pacific

Banyan Tree Anji

Baimu Nong, Baishuiwan Village Tianhuangping Town, Anji County, Huzhou City Zhejiang Province 313311 People's Republic of China Tel: +86 572 5891818 anji@banyantree.com

Banyan Tree Bangkok

21/100 South Sathon Road Sathon, Bangkok 10120 Thailand

Tel: +66 (0) 2 679 1200 bangkok@banyantree.com

Banyan Tree Bintan

Jalan Teluk Berembang Laguna Bintan Resorts, Lagoi 29155 Indonesia

Tel: +62 770 693 100 reservations-bintan@banyantree.com

Banyan Tree Chongqing Beibei

No. 101 Hot Spring Road Chengjiang, Beibei District Chongqing 400700 People's Republic of China Tel: +86 023 6030 8888 reservations-chongqingbeibei@ banyantree.com

Banyan Tree Club & Spa Seoul

60, JangChungdan-Ro Jung-Gu, Seoul 100-857 South Korea Tel: +82 2 2250 8000 clubandspa-seoul@banyantree.com

Banyan Tree Doha At La Cigale Mushaireb

Al Khaleej Street, Mushaireb P.O. Box 4928, Doha Qatar Tel: +974 4410 3333 info-doha@banyantree.com

Banyan Tree Hangzhou

2 Westbrook Resort Zijingang Road, Hangzhou Zhejiang Province 310030 People's Republic of China Tel: +86 571 8586 0000 hangzhou@banyantree.com

Banyan Tree Huangshan

No.1 Banyan Tree Road Hongcun Town, Yi County Huangshan Anhui Province 245531 People's Republic of China Tel: +86 559 226 5000 huangshan@banyantree.com

Banyan Tree Jiuzhaigou

No.1 Baohai Road Baohua Town Jiuzhaigou County, Aba, Sichuan Province 623400 People's Republic of China Tel: +86 837 889 8888 jiuzhaigou@banyantree.com

Banyan Tree Krabi

279 Tambon Nongtalay Amphoe Muang Krabi 81180 Thailand

Tel: +66 75 811 888 reservatiions-krabi@banyantree.com

Banyan Tree Kuala Lumpur

2 Jalan Conlay, Kuala Lumpur 50450 Malaysia

Tel : +603 2113 1888 kualalumpur@banyantree.com

Banyan Tree Lăng Cô, Central Vietnam

Cu Du Village
Loc Vinh Commune
Phu Loc District
Thua Thien Hue Province
Vietnam

Tel: +84 234 3695 888 reservations-langco@ banyantree.com

Banyan Tree Lijiang

Yuerong Road, Shuhe
Gucheng District, Lijiang,
Yunnan Province 674100
People's Republic of China
Tel: +86 888 533 1111
reservations-lijiang@banyantree.com

Banyan Tree Macau

Galaxy Macau™ Resort Avenida Marginal Flor de Lotus Cotai, Macau China

Tel: +853 8883 6888 reservation@banyantreemacau.com

Banyan Tree Nanjing Garden Expo

No. 8 Mengyue Road, Tangshan Street Jiangning District, Nanjing Jiangsu Province 211131 People's Republic of China Tel: +86 025 8713 9999 nanjing.gardenexpo@banyantree.com

Banyan Tree Phuket

33, 33/27 Moo 4 Srisoonthorn Road Cherngtalay, Amphur Talang Phuket 83110 Thailand Tel: +66 (0) 76 372 400 phuket@banyantree.com

Banyan Tree Veya Phuket

33, 33/27 Moo 4 Srisoonthorn Road Cherngtalay, Amphur Talang Phuket 83110 Thailand Tel: +66 (0) 76 372 400

phuket@banyantree.com

DoublePool Villas by Banyan Tree, Phuket 33, 33/27 Moo 4

Srisoonthorn Road Cherngtalay, Amphur Talang Phuket 83110 Thailand

Tel: +66 (0) 76 372 400 phuket@banyantree.com

Banyan Tree Ringha

Hong Po Village
Jian Tang Town
Shangrila County
Diqing, Tibetan Autonomous
Prefecture
Yunnan Province 674400
People's Republic of China
Tel: +86 887 828 8822
ringha@banyantree.com

Banyan Tree Samui

99/9 Moo 4, Maret, Samui Surat Thani 84310 Thailand Tel: +66 077 915 333

Tel: +66 077 915 333 samui@banyantree.com

Banyan Tree Sanya

No. 6 Luling Road, Luhuitou Bay, Sanya, Hainan Province 572000 People's Republic of China Tel: +86 898 8860 9988 sanya@banyantree.com

Banyan Tree Shanghai On The Bund

19 Gong Ping Road Hongkou District Shanghai 200082 People's Republic of China Tel: +86 212 509 1188 shanghaionthebund@ banyantree.com

Banyang Tree Tengchong

Mayugu International Hot Springs Resorts Beihai Town, Tengchong County Yunnan Province 679100 People's Republic of China Tel: +86 875 899 9888 tengchong@banyantree.com

Banyan Tree Tianjin Riverside

No. 34 Haihe East Road Hebei District Tianjin Province 300010 People's Republic of China Tel: +86 22 5861 9999 tianjinriverside@banyantree.com

Banvan Tree Yangshuo

No. 168 Zhengdong Street Fuli Town Yangshuo County, Guilin City Guangxi Province 541905 People's Republic of China Tel:+86 773 322 8888 reservations-yangshuo@ banyantree.com

South Asia

Banyan Tree Vabbinfaru

Vabbinfaru Island North Malé Atoll Republic of Maldives Tel: +960 664 3147 reservations-vabbinfaru@ banyantree.com

Angsana

Africa

Angsana Balaclava Mauritius

Turtle Bay Balaclava Republic of Mauritius Tel: +230 204 1888 balaclava@angsana.com

Angsana Riads Collection Morocco

Riad Dar Zaouia N. 1 Riad Zitoun Jdid Derb Nakouss Derb Zaouia 40000 Marrakech Morocco Tel : +212 678 966 125 marrakech@angsana.com

Angsana Riads Si Said*

N. 1-2-4 Derb Abbes El Fassi Riad Zitoun Jdid, Medina 40000 Marrakech Morocco

* Key area for guest check-in

Americas

Angsana Cayo Santa Maria

Cayo Las Brujas, Caibarien, Villa Clara, Cuba angsana.com/cuba/cayo-santa-maria

Asia Pacific

Angsana Bintan

Jalan Teluk Berembang Laguna Bintan Resorts Lagoi 29155 Indonesia Tel: +62 770 693 111

reservations-bintan@angsana.com

Angsana Hangzhou

8 Westbrook Resort Zijingang Road Hangzhou Zhejiang Province 310030 People's Republic of China Tel: +86 571 8500 2000 hangzhou@angsana.com

Angsana Laguna Phuket

10 Moo 4 Srisoonthorn Road Phuket 83110 Thailand Tel: +66 76 358 500 reservations-lagunaphuket@ angsana.com

Angsana Lăng Cô, Central Vietnam

Cu Du Village Loc Vinh Commune Phu Loc District Thua Thien Hue Province Vietnam Tel: +84 234 3695 800

reservations-langco@angsana.com

Angsana Teluk Bahang

11, Jalan Teluk Bahang Penang 11050 Malaysia Tel: +6 04 8170 888 telukbahang@angsana.com

Angsana Villas Resort Phuket

142/3 Moo.6, Cherngtaly, Thalang Phuket 83110 Thailand Tel: +66 76 358 500 reservations-villasresort@ angsana.com

Angsana Xi'an Lintong

No. 8 East Yue Chun Road Lintong District, Xi'an Shaanxi Province 710600 People's Republic of China Tel: +86 029 8387 8888 reservations-xianlintong@ angsana.com

WORLDWIDE RESORTS

Angsana Xishuangbanna

Manxing Lake Menghai Xingshuangbanna Dai Autonomous Prefecture Yunnan Province 666200 People's Republic of China Tel: +86 (0)691 899 6888 xishuangbanna@angsana.com

Angsana Zhuhai Phoenix Bay

No. 9 Quanxing East Road, Hi-Tech Zone, Zhuhai, Guangdong Province 519000 People's Republic of China Tel: +86 (0)756 6331 999 zhuhai@angsana.com

Maison Souvannaphoum Hotel by Angsana

Rue Chao Fa Ngum Banthatluang, PO Box 741 Luang Prabang, Laos

Tel: +856 71 254 609 reservations-maison@angsana.com

Europe

Angsana Corfu

Epar. Od. Vrionis-Aghiou Nikolaou Mpenitses 490 84 Greece

Tel: +30 26610 22900 reservations-corfu@angsana.com

South Asia

Angsana Ihuru

North Malé Atoll Republic of Maldives Tel: +960 664 3502 reservations-ihuru@angsana.com

Angsana Oasis Spa & Resort

Northwest Country Main Doddaballapur Road Rajankunte Bangalore 560064 India

Tel: +98 4521 1036 bangalore@angsana.com

Angsana Velavaru

South Nilandhe Atoll (Dhaalu Atoll) Republic of Maldives Tel: +960 676 0028 reservations-velavaru@angsana.com

Cassia

Asia Pacific

Cassia Bintan

Jalan Teluk Berembang Laguna Bintan Resorts Lagoi 29155 Indonesia Tel: +62 770 693 100 reservations-bintan@cassia.com

Cassia Phuket

64 Moo 4 Srisoonthorn Road Tambon, Cherngtalay, Amphur Thalang, Phuket 83110 Thailand

Tel: +66 76 356999 reservations-phuket@cassia.com

Dhawa

Americas

Dhawa Cayo Santa Maria

Cayo Las Brujas Caibarien, Villa Clara Cuba dhawa-cuba.com

Dhawa Quzhou

No.399 of Jiuhuazhong road in Baiyun Street Kecheng District, Quzhou Zhejiang Province 324000 People's Republic of China dhawa.com/en/dhawa-quzhou/ quzhou.html

Garrya

Asia Pacific

Garrya Huzhou Lucun

666 Changlu Rd, Balidianzhen Wuxing District, Huzhou Zhejiang Province 313028 People's Republic of China Tel: +86 572 260 0888 garrya.com

Garrya Xi'an Lintong

No.6 Fenghuang Avenue Lintong District, Xi'an Shaanxi Province 710600 People's Republic of China Tel: +86 298 137 2222 garrya.com

Homm

Asia Pacific

Homm Bliss Southbeach Patong

40 Thaveewong Road Patong, Kathu Phuket 83150 Thailand

Tel: +66 (0) 76 292 099 Fax: +66 (0) 76 292 100 reservations-blisspatong@ hommhotels.com

Other Hotels & Resorts

Americas

Hacienda Xcanatun by Angsana

20 Street s/n, Xcanatún Yucatan 97302 Mexico

Tel: +52 999 9302140 hacienda-xcanatun@angsana.com

Asia Pacific

Pavilion Hotel Kuala Lumpur Managed by Banyan Tree

170, Jalan Bukit Bintang, Kuala Lumpur 55100 Malaysia

Tel: +603 2117 2888 pavilionhotel-kualalumpur@banyantree.com

Corporate Office

Banyan Tree Holdings Limited

211 Upper Bukit Timah Road Singapore 588182 Tel: +65 6849 5888 corporate@banyantree.com

Worldwide Sales

Americas

WORLDWIDE OFFICES

North America

Leisure Tel: 1 (646) 861-3627 Linda.schilling@banyantree.com

Asia Pacific

Guangzhou

Tel: +86 137 1088 6611 cawin.li@banyantree.com

Hong Kong

Tel: +852 9718 6360 sales-hongkong@banyantree.com sales-hongkong@angsana.com

Japan

DID: +813 5542 3517 Tel: +90 7714 2751 sales-tokyo@banyantree.com sales-tokyo@angsana.com

Shanghai

Tel: +86 139 1662 0627 wendy.song@banyantreee.com

Europe

Austria, Germany & Switzerland

Tel: +49 177 5535 712 sales-germany@banyantree.com sales-germany@angsana.com

United Kingdom

Tel: +44 7500 887 369 sales-london@banyantree.com sales-london@angsana.com

Worldwide Reservations Toll-Free Numbers

Americas

Mexico

Tel: 800 872 0462

United States

Tel: 18448382229

Asia Pacific

Australia

Tel: 1800960288

China

Tel: 400 120 0188

Malaysia

Tel: 1-800-81-6000

Singapore Tel : 800 852 6688

South Korea Tel : 080-899-3188

Taiwan Tel : 80 909 9288

Thailand Tel : 1800 852 8818

Europe Russia

Tel: 8 800 301-16-88

United Kingdom

Tel: 808 101 7667

Board Of Directors

Ho KwonPing (Executive Chairman)
Tan Chian Khong
Karen Tay Koh
Paul Beh Jit Han
Arnoud De Meyer
Lien Choong Luen
Parnsiree Amatayakul
Gaurav Bhushan
Jason Chew Van Hoong
Mohamed Al-Hashmi (Alternate
Director to Jason Chew Van Hoong)
Ho Ren Hua
Ding Changfeng

Audit & Risk Committee

Tan Chian Khong (Chairman) Karen Tay Koh Lien Choong Luen

Nominating Committee

Paul Beh Jit Han (Chairman) Ho KwonPing Tan Chian Khong Arnoud De Meyer

Remuneration Committee

Karen Tay Koh (Chairman) Paul Beh Jit Han Arnoud De Meyer

Management Team

Claire Chiang Ho KwonCjan Eddy See Hock Lye Shankar Chandran Dharmali Kusumadi Stuart Reading KC Moy Alan Chin Cindy Lee Ho Ren Yung Philip Lim Peter Hechler Bobby Ong Gavin Herholdt Carolyn Zhang Sachiko Shiina Anthony Loh Peter Wang Eric Zhang

Registered Address

Banyan Tree Holdings Limited 211 Upper Bukit Timah Road Singapore 588182 Tel: +65 6849 5888

Share Registrar

Boardroom Corporate & Advisory Services Pte. Ltd. 1 Harbourfront Avenue Keppel Bay Tower, #14-07 Singapore 098632

Auditor

Ernst & Young LLP One Raffles Quay North Tower Level 18 Singapore 048583

Partner in charge (since financial year ended 31 December 2021) Wong Yew Chung

Solicitor

WongPartnership LLP

Bankers

Malayan Banking Berhad Qatar National Bank (Q.P.S.C.) The Siam Commercial Bank Public Company Limited The Hong Kong and Shanghai Banking Corporation Limited

Company Secretary

Moy Keen Choy ("KC Moy") Tel: +65 6849 5888 moy.keenchoy@banyantree.com

Business Development

bd@banyantree.com

Brand and Commercial

211 Upper Bukit Timah Road Singapore 588182 Tel: +65 6849 5888 pr@banyantree.com

STATISTICS OF SHAREHOLDINGS

as at 18 March 2022

Issued and Paid-up Capital - S\$253,186,062
Class of Shares - Ordinary Shares

Voting Rights - One vote per share except for treasury shares

Distribution Of Shareholdings

| Size of shareholdings | No. of shareholders | % | No. of shares | % |
|-----------------------|---------------------|--------|---------------|--------|
| 1 00 | 20 | 0.64 | COF | 0.00 |
| 1 – 99 | 20 | 0.64 | 695 | 0.00 |
| 100-1000 | 435 | 13.95 | 370,712 | 0.04 |
| 1,001 – 10,000 | 1,663 | 53.32 | 8,969,028 | 1.04 |
| 10,001 – 1,000,000 | 980 | 31.42 | 54,066,857 | 6.28 |
| 1,000,001 and above | 21 | 0.67 | 797,581,680 | 92.64 |
| Total | 3,119 | 100.00 | 860,988,972* | 100.00 |

^{*} The total number of issued shares excludes 1,230,200 treasury shares. Percentage of 1,230,200 treasury shares against total number of issued shares (excluding treasury shares) is 0.14%.

Substantial Shareholders¹

| Size of shareholdings | Direct interest No. of shares | %2 | Deemed interest No. of shares | %2 |
|--|----------------------------------|------|----------------------------------|-------|
| Ho KwonPing ³ | - | - | 301,948,882 | 35.07 |
| Claire Chiang ⁴ | - | - | 293,319,882 | 34.07 |
| Ho KwonCjan ⁵ | 16,000,000 | 1.86 | 49,629,000 | 5.76 |
| Bibace Investments Ltd ⁶ | - | - | 286,519,882 | 33.28 |
| Bibace Management Company Limited (acting as trustee of The Bibace Trust) ⁷ | - | - | 286,519,882 | 33.28 |
| Bibace Management Company Limited (acting as trustee of Merit Trust) ⁷ | - | - | 286,519,882 | 33.28 |
| Bibace Management Company Limited (acting as trustee of Ho Ren Hua Family Line Trust) ⁷ | - | - | 286,519,882 | 33.28 |
| Bibace Management Company Limited (acting as trustee of Ho Ren Yung Family Line Trust) ⁷ | - | - | 286,519,882 | 33.28 |
| Bibace Management Company Limited (acting as trustee of Ho Ren Chun Family Line Trust) ⁷ | - | - | 286,519,882 | 33.28 |
| Banyan Tree Global Foundation Limited ⁸ | - | - | 286,519,882 | 33.28 |
| Qatar Holding LLC ⁹ | - | - | 205,870,443 | 23.91 |
| Qatar Investment Authority ¹⁰ | - | - | 205,870,443 | 23.91 |
| Goodview Properties Pte Ltd | 43,500,000 | - | 43,500,000 | 5.05 |
| Far East Organization Centre Pte. Ltd.11 | - | - | 43,500,000 | 5.05 |
| Ng Chee Siong and Ng Chee Tat Philip, Joint Executors of Estate of Ng Teng Fong ¹² | - | - | 43,500,000 | 5.05 |
| Ng Chee Siong ¹³ | - | - | 43,500,000 | 5.05 |
| Ng Chee Tat Philip ¹⁴ | - | - | 43,500,000 | 5.05 |
| | | | | |

STATISTICS OF SHAREHOLDINGS

as at 18 March 2022

- 1 As shown in the Register of Substantial Shareholders and based on the notifications and information received by the Company.
- ² Percentage shareholding is based on issued share capital as at 18 March 2022 (excluding treasury shares).
- Ho KwonPing, a named beneficiary of The Bibace Trust, is deemed to have an interest in the Shares held by HSBC (Singapore) Nominees Pte Ltd (acting as nominee for Bibace) as a result of The Bibace Trust's shareholding interest in Bibace. He is also deemed to have an interest in the Shares held by Recourse Investments Ltd. and HSBC (Singapore) Nominees Pte Ltd (acting as nominee for RHYC Pte. Ltd., KAP Holdings Ltd. and Li-Ho Holdings (Private) Limited).
- ⁴ Claire Chiang, a named beneficiary of The Bibace Trust, is deemed to have an interest in the Shares held by HSBC (Singapore) Nominees Pte Ltd (acting as nominee for Bibace) as a result of The Bibace Trust's shareholding interest in Bibace. She is also deemed to have an interest in the Shares held by Recourse Investments Ltd. and HSBC (Singapore) Nominees Pte Ltd (acting as nominee for RHYC Pte. Ltd. and KAP Holdings Ltd.).
- ⁵ Ho KwonCjan is deemed to have an interest in the Shares held by ICD (HK) Limited, Freesia Investments Ltd and HSBC (Singapore) Nominees Pte Ltd (acting as nominee for Li-Ho Holdings (Private) Limited).
- Bibace is deemed to have an interest in the Shares held by its nominee, HSBC (Singapore) Nominees Pte Ltd.
- Bibace Management Company Limited (acting as trustee of The Bibace Trust) is deemed to have an interest in the Shares in which Bibace has an interest as a result of The Bibace Trust's shareholding interest in Bibace. Bibace Management Company Limited (acting as trustee of each of the Merit Trust, the Ho Ren Hua Family Line Trust, the Ho Ren Chun Family Line Trust) is deemed to have an interest in the same Shares as it is a named beneficiary of The Bibace Trust in these capacities.
- Banyan Tree Global Foundation Limited, a named beneficiary of The Bibace Trust, is deemed to have an interest in the Shares held by HSBC (Singapore) Nominees Pte Ltd (acting as nominee for Bibace) as a result of The Bibace Trust's shareholding interest in Bibace.
- 9 Qatar Holding LLC ("QH") is deemed to have an interest in the Shares held through third party nominees.
- Qatar Investment Authority is deemed to have an interest in the Shares held by its wholly-owned subsidiary, QH.
- Far East Organization Centre Pte. Ltd. has a controlling interest in Goodview Properties Pte Ltd and is therefore deemed to be interested in the Shares held by Goodview Properties Pte Ltd.
- The Estate of Ng Teng Fong (the "Estate") has a controlling interest in Far East Organization Centre Pte. Ltd., which in turn has a controlling interest in Goodview Properties Pte Ltd. Ng Chee Siong, in his capacity as Joint Executor with Ng Chee Tat Philip of the Estate is therefore deemed to be interested in the Shares held by Goodview Properties Pte Ltd.
- The Estate has a controlling interest in Far East Organization Centre Pte. Ltd., which in turn has a controlling interest in Goodview Properties Pte Ltd. Ng Chee Siong is a beneficiary of the Estate and is therefore deemed to be interested in the Shares held by Goodview Properties Pte Ltd.
- The Estate has a controlling interest in Far East Organization Centre Pte. Ltd., which in turn has a controlling interest in Goodview Properties Pte Ltd. Ng Chee Tat Philip is a beneficiary of the Estate and is therefore deemed to be interested in the Shares held by Goodview Properties Pte Ltd.

Twenty Largest Shareholders

(as shown in the Register of Members and Depository Register)

| No | Size of shareholdings | No. of shares | % |
|----|---|---------------|-------|
| | | | |
| 1 | HSBC (SINGAPORE) NOMINEES PTE LTD | 333,252,382 | 38.71 |
| 2 | DBSN SERVICES PTE. LTD. | 205,894,443 | 23.91 |
| 3 | CITIBANK NOMINEES SINGAPORE PTE LTD | 46,097,503 | 5.35 |
| 4 | BNP PARIBAS NOMINEES SINGAPORE PTE. LTD. | 42,066,000 | 4.89 |
| 5 | UOB KAY HIAN PRIVATE LIMITED | 41,153,000 | 4.78 |
| 6 | ICD (HK) LIMITED | 31,000,000 | 3.60 |
| 7 | RAFFLES NOMINEES (PTE.) LIMITED | 26,162,516 | 3.04 |
| 8 | DBS NOMINEES (PRIVATE) LIMITED | 17,858,802 | 2.07 |
| 9 | HO KWONCJAN | 16,000,000 | 1.86 |
| 10 | FREESIA INVESTMENTS LTD | 10,000,000 | 1.16 |
| 11 | RECOURSE INVESTMENTS LTD. | 6,000,000 | 0.70 |
| 12 | PHILLIP SECURITIES PTE LTD | 5,349,900 | 0.62 |
| 13 | MERRILL LYNCH (SINGAPORE) PTE. LTD. | 3,480,568 | 0.40 |
| 14 | MAYBANK SECURITIES PTE. LTD. | 3,186,066 | 0.37 |
| 15 | United overseas bank nominees (private) limited | 1,895,800 | 0.22 |
| 16 | OCBC NOMINEES SINGAPORE PRIVATE LIMITED | 1,847,100 | 0.21 |
| 17 | TAN TZE LIM | 1,548,800 | 0.18 |
| 18 | ANG KOON SAN SUNNY | 1,488,000 | 0.17 |
| 19 | ARIEL P VERA | 1,120,500 | 0.13 |
| 20 | ABN AMRO CLEARING BANK N.V. | 1,092,200 | 0.13 |
| | TOTAL | 796,493,580 | 92.50 |

As at 18 March 2022, approximately of 28.70% of the Company's issued ordinary shares (excluding treasury shares) is held by the public and, therefore Rule 723 of Listing Manual is complied with.

NOTICE OF ANNUAL GENERAL MEETING

Banyan Tree Holdings Limited

(Incorporated in the Republic of Singapore) (Company Registration No. 200003108H) (the "Company")

NOTICE IS HEREBY GIVEN that the Twenty-second Annual General Meeting ("AGM") of the Company will be held by way of electronic means on Friday, 29 April 2022 at 2.30 p.m. to transact the business set out below. Please refer to the section titled "IMPORTANT INFORMATION" below for details.

Ordinary Business

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2021 and the Independent Auditor's Report thereon.
- To re-elect the following directors of the Company ("Directors") who are retiring by rotation in accordance with Regulations 100 and 101 of the Constitution of the Company (the "Constitution") and who, being eligible, offer themselves for re-election:
 - i. Mr Ho KwonPing
 - ii. Mr Chew Van Hoong Jason
 - iii. Mrs Karen Tay Koh
- To re-elect each of the following Directors who will cease to hold office in accordance with Regulation 106 of the Constitution and who, being eligible, offers themself for re-election:
 - i. Ms Parnsiree Amatayakul
 - ii. Mr Lien Choong Luen
- 4 To approve payment of Directors' Fees of \$\$762,882 for the financial year ended 31 December 2021 (FY2020: \$\$535,155).
- To re-appoint Ernst & Young LLP as the Auditor of the Company to hold office until the next AGM and to authorise the Directors of the Company to fix their remuneration.

Special Business

- 6 To consider and, if thought fit, to pass the following ordinary resolutions, with or without modifications:
- 6.1 That authority be and is hereby given to the Directors, pursuant to Section 161 of the Companies Act 1967 of Singapore (the "Companies Act"), to:
 - (a) (i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

(b) (even though the authority conferred by this Resolution 6.1 may have ceased to be in force) issue Shares pursuant to any Instrument made or granted by the Directors while this Resolution 6.1 was in force, 259

NOTICE OF ANNUAL GENERAL MEETING

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution 6.1 (including Shares to be issued pursuant to Instruments made or granted pursuant to this Resolution 6.1) shall not exceed 50 per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 6.1) shall not exceed 20 per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the "SGX-ST")) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution 6.1 is passed, after adjusting for:
 - (i) any new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time this Resolution 6.1 is passed; and
 - (ii) any subsequent bonus issue, consolidation or sub-division of Shares;
- (3) in exercising the authority conferred by this Resolution 6.1, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST (the "Listing Manual") for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 6.1 continues in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.
- 6.2 That the Directors be and are hereby authorised to:
 - (a) grant awards in accordance with the provisions of the Banyan Tree Share Award Scheme 2016; and
 - (b) allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the vesting of awards under the Banyan Tree Share Award Scheme 2016,

provided that the total number of Shares which may be issued and/or transferred pursuant to awards granted under the Banyan Tree Share Award Scheme 2016, when added to the total number of Shares issued and issuable and/or existing Shares transferred and transferrable in respect of all awards granted under the Banyan Tree Share Award Scheme 2016 and all Shares, options and awards granted under any share scheme of the Company then in force, 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 that such authority, unless revoked or varied by the Company in a general meeting, continues 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 the earlier.

6.3 That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual, for the Company, its subsidiaries and its associated companies which are entities at risk as defined under Chapter 9 of the Listing Manual, to enter into any of the transactions falling within the types of interested person transactions described in Appendix 1 to the Letter to Shareholders dated 7 April 2022 (the "Letter"), with any person who falls within the classes of interested persons described in Appendix 1 to the Letter, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders and in accordance with the review procedures for interested person transactions as set out in Appendix 1 to the Letter (the "IPT Mandate");
- (b) the IPT Mandate, unless revoked or varied by the Company in general meeting, continues in force until the date that the next AGM of the Company is held or required by law to be held, whichever is the earlier;
- (c) the Audit and Risk Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time: and
- (d) the Directors be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

6.4 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 hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchase(s) (each a "Market Purchase") on the SGX-ST; and/or
 - (ii) off-market purchase(s) (each an "Off-Market Purchase") in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by 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;

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(c) in this Resolution:

"Maximum Limit" means that number of Shares representing not more than one per cent. (1%) 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, 105 per cent. (105%) of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120 per cent. (120%) of the Highest Last Dealt 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 is required by law to be held, whichever is the earlier, after the date of this Resolution;

"Average Closing Price" means the average of the closing market prices of the Shares 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, before the day on which the purchase or acquisition of Shares was made, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days and the day on which the purchase or acquisition is made;

"Highest Last Dealt Price" means the highest price transacted for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; 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, 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 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.
 - 7 To transact any other business as may properly be transacted at an AGM.

By Order of the Board

Moy Keen Choy Company Secretary Singapore, 7 April 2022

Explanatory Notes

In relation to Ordinary Resolution 2(i), Mr Ho KwonPing will, upon re-election as Director, continue to serve as the Executive Chairman and a member of the Nominating Committee.

In relation to Ordinary Resolution 2(ii), Mr Chew Van Hoong Jason will, upon re-election as Director, continue to serve as a Non-Independent Non-Executive Director.

In relation to Ordinary Resolution 2(iii), Mrs Karen Tay Koh will, upon re-election as Director, continue to serve as the Chairman of the Remuneration Committee and a member of Audit & Risk Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual.

In relation to Ordinary Resolution 3(i), Ms Parnsiree Amatayakul will, upon re-election as Director, continue to serve as an Independent Director

In relation to Ordinary Resolution 3(ii), Mr Lien Choong Luen will, upon re-election as Director, continue to serve as a member of the Audit & Risk Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual.

Ordinary Resolution 4, if passed, relates to the payment of Directors' fees for the financial year ended 31 December 2021. Directors' fees are for services rendered by the Non-Executive Directors on the Board as well as the various Board Committees. The amount also includes complimentary accommodation, spa and gallery benefits provided to the Non-Executive Directors.

Detailed information on the Directors who are proposed to be re-elected can be found under the "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2021.

Statement pursuant to Regulation 61 of the Company's Constitution

Ordinary Resolution 6.1, if passed, will empower the Directors, from the date of the passing of Ordinary Resolution 6.1 to the date of the next AGM, to issue Shares and to make or grant Instruments (such as warrants or debentures) convertible into Shares, and to issue Shares pursuant to such Instruments, up to an amount not exceeding in total 50 per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 20 per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) for issues other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time that Ordinary Resolution 6.1 is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time that Ordinary Resolution 6.1 is passed; and (b) any subsequent bonus issue, consolidation or sub-division of Shares.

Ordinary Resolution 6.2, if passed, will empower the Directors, from the date of this AGM until the next AGM, or the date by which the next AGM is required by law to be held or when varied or revoked by the Company in a general meeting, whichever is the earlier, to grant awards, and to allot and issue new Shares, pursuant to the Banyan Tree Share Award Scheme 2016, provided that the total number of Shares which may be issued and/or transferred pursuant to awards granted under the Banyan Tree Share Award Scheme 2016, when added to the total number of Shares issued and issuable and/or existing Shares transferred and transferrable in respect of all awards granted under the Banyan Tree Share Award Scheme 2016 and all Shares, options and awards granted under any share scheme of the Company then in force, 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.

Ordinary Resolution 6.3, if passed, will authorise the Interested Person Transactions as described in the Letter and recurring in the year, and will empower the Directors to do all acts necessary to give effect to the IPT Mandate. This authority, unless revoked or varied by the Company in general meeting, continues in force until the date on which the next AGM is held or is required by law to be held, whichever is the earlier.

Ordinary Resolution 6.4, if passed, will 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 Letter. This authority, unless revoked or varied by the Company in general meeting, continues in force until the date on which the next AGM is held or is required by law to be held, whichever is the earlier.

Apart from using its internal sources of funds, the Company may obtain or incur borrowings 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 to the financial position of the Company or the Group, or result in the Company being delisted from the SGX-ST. 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 Share purchases by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Group for the financial year ended 31 December 2021 is set out in the Letter.

IMPORTANT INFORMATION:

Shareholders of the Company ("Shareholders") should take note of the following arrangements for the AGM:

- (a) Attendance in Person: The AGM will be conducted only by electronic means and Shareholders will not be able to physically attend the AGM. The proceedings of the AGM will be broadcast through a "live" webcast ("Webcast") comprising both video (audio-visual) and audio-only feeds. Please pre-register for the Webcast if you wish to attend the AGM.
- (b) Live Audio and Video Webcast: All Shareholders as well as investors who hold shares through relevant intermediaries (as defined in Section 181(1C) of the Companies Act) ("Investors") (including Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors")), who wish to follow the proceedings of the AGM through the Webcast must pre-register online at http://smartagm.sg/BANYANTREEAGM2022 for verification purposes. The Website will be open for pre-registration from 2.30 pm, 7 April 2022 and will close at 2.30 p.m., 26 April 2022. Following verification, details on how to join the Webcast/live audio will be sent to you on or around 5 p.m., 28 April 2022 via the e-mail address provided on pre-registration. Please use the provided access and/or identification credentials/telephone number to access the Webcast/ live audio.

Please contact the Company at <u>ir@banyantree.com</u> if you have queries on the Webcast/live audio.

- (c) Submission of Questions: Shareholders and Investors will not be able to ask questions "live" via the webcast. All Shareholders and Investors can submit questions relating to the business of the AGM either (i) via post to the Share Registrar's office at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632, or (ii) via electronic mail to ir@banyantree.com. Questions must be submitted by 2.30 p.m., 15 April 2022. The Company will endeavour to respond to substantial and relevant questions received from Shareholders via SGXNET and the Company's website by 2.30 p.m., 23 April 2022 (being 72 hours prior to the closing date and time for the lodgment of the proxy forms.
- (d) Voting Solely via Appointing Chairman as Proxy (Submit a Proxy Form): Shareholders will only be able to vote at the AGM by appointing the Chairman as proxy to vote on their behalf. Duly completed Proxy Forms must be deposited with the Company (i) via post to the Share Registrar's office at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632, or (ii) via electronic mail to irg@banyantree.com (e.g. a clear scanned signed form in PDF) and received by the Company by 2.30 p.m. on 26 April 2022 (being 72 hours before the time fixed for the AGM). The Proxy Form can be downloaded from SGXNET or the Company's website. In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the AGM.

Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email in view of the current COVID-19 situation.

(e) Investors who hold Shares through Relevant Intermediaries (including CPF/SRS Investors): Investors (including CPF/SRS investors) should not make use of the Proxy Form and should instead approach their respective relevant 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 working days before the AGM (i.e. by 20 April 2022), to ensure that their votes are submitted.

ACCESS TO DOCUMENTS OR INFORMATION RELATING TO BUSINESS OF THE AGM

All documents and information relating to the business of the AGM (including the Annual Report, Letter to Shareholders and the Proxy Form) have been published on SGXNET (https://investor.banyantree.com/. Printed copies will not be sent to Shareholders.

FURTHER UPDATES

Shareholders should note that the manner of conduct of 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 conduct of the AGM will be announced by the Company on SGXNET. Shareholders are advised to check SGXNET and the Company's website regularly for further updates.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company - (i) consents to the collection, use and disclosure of personal data by the Company, its agents and/or service providers for: (1) processing, administering and/or analysing information of proxy(ies) and/or representative(s) appointed by the member for the AGM (including any adjournment thereof) (2) preparing and/or compiling attendance lists, minutes and/or other documents relating to the AGM (including any adjournment thereof), (3) the Company (and/or its agents or its service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines, (4) recording and transmitting images and voice recordings when broadcasting the AGM proceedings through the Webcast, and (5) such purposes as set out in Company's Privacy Policy as set out at www.banyantree.com/en/privacy-policy (collectively, the "Purposes"); (ii) represents and warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company, its agents and/or service providers, the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the Company, its agents and/or service providers, of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) shall indemnify the Company in respect of any claims, actions, proceedings, penalties, liabilities, claims, demands, losses, damages, costs and expenses brought against Company or suffered or incurred by Company as a result of the member's breach of warranty set forth herein.

PROXY FORM



PROXY FORM

IMPORTANT:

- 1. Alternate arrangements relating to, among others, attendance, submission of questions in advance and/or voting at the AGM are set out in the Notice of AGM dated 7 April 2022.
- 2. This Proxy Form is not valid for use by investors who hold shares in the Company ("Shares") through relevant intermediaries as defined in Section 181 of the Companies Act 1967 of Singapore, including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the AGM to specify voting instructions.

Personal Data Privacy

Banyan Tree Holdings Limited
(Incorporated in the Republic of Singapore)
(Company Registration No. 200003108H)

By submittin
personal dat

By submitting an instrument appointing a proxy, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 7 April 2022.

| Resolution No. | Resolution relating to: | No. of Votes For* | No. of Votes Against* | No. of Votes Abstain* |
|----------------------|--|---|--------------------------|--------------------------|
| GM and at any adj | journment thereof. | | | |
| | direction as to voting or abstention is given, the proxy | will vote or abstain from voting at his dis | cretion, as he will on | any matter arising at th |
| леmbers should sp | pecifically indicate in this Proxy Form how they wish | to vote for or against (or abstain from vo | oting on) the resolut | ions to be tabled at th |
| lesolutions to be pi | proposed at the AGM as indicated hereunder. | | | |
| /· I | 2022 at 2.30 p.m. and at any adjournment thereof. I/ | we direct my/our proxy to vote for or w | ote against (or to abs | tain from voting on) tr |
| | , | | . , , , | , |
| | on my/our behalf at the Annual General Meeting (the | , | | /· I |
| neing a member/m | nembers of Banyan Tree Holdings Limited (the "Comp | any"), hereby appoint the chairman of th | ne AGM (as defined h | nelow) as my/our prox |
| of | | | | (Address |
| /We, | | | | (Name |

| Resolution No. | Resolution relating to: | | No. of Votes For* | No. of Votes Against* | No. of Votes Abstain* |
|--|--|------------------------------|----------------------|--------------------------|--------------------------|
| As Ordinary Busin | ess | | , | | |
| 1 | Directors' Statement ar for the financial year en Independent Auditor's Re | | | | |
| 2 | Re-election of Directors pursuant to Regulations | (i) Mr Ho KwonPing | | | |
| 100 and 101 Constitution Company (th | 100 and 101 of the Constitution of the | (ii) Mr Chew Van Hoong Jason | | | |
| | Company (the "Constitution") | (iii) Mrs Karen Tay Koh | | | |
| 3 | Re-election of Directors | (i) Ms Parnsiree Amatayakul | | | |
| | pursuant to Regulation 106 of the Constitution | (ii) Mr Lien Choong Luen | | | |
| 4 | Approval of Directors' Fees | | | | |
| 5 | Re-appointment of Ernst & Young LLP as Auditor | | | | |
| As Special Busines | s | | | | |
| 6.1 | Authority to issue new Shares | | | | |
| 6.2 | Authority to grant awards and allot and issue Shares pursuant to vesting of awards under the Banyan Tree Share Award Scheme 2016 | | | | |
| 6.3 | The Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions | | | | |
| 6.4 | The Proposed Renewal of the Share Buyback Mandate | | | | |

| * | If you wish to exercise all your Votes "For", "Against" or to "Abstain", please indicate with a "\scriv" within the box provided. Alternatively, please indicate the |
|---|--|
| | number of Votes as appropriate. |

| Dated this | day of | 2022 | Total number of Shares in | No. of Shares |
|------------|--------|------|---------------------------|---------------|
| | | | (a) CDP Register | |
| | | | (b) Register of Members | |

Signature(s) of Member(s) or Common Seal

Important: Please read notes on the reverse carefully before completing this form.

Affix postage stamp

Banyan Tree Holdings Limited c/o Boardroom Corporate & Advisory Services Pte Ltd 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632 Attention: Company Secretary

2nd fold along line

Notes:

- 1. Please insert the total number of shares of the Company ("Shares") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the Shares held by you.
- 2. In accordance with the alternative arrangements under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, Shareholders will not be able to attend the AGM in person. Shareholders (whether individual or corporate) who wish to have their votes cast at the AGM must submit a proxy form appointing the chairman of the AGM ("Chairman") as their proxy to vote on his/her/its behalf.
- 3. The Chairman need not be a member of the Company.
- 4. The instrument appointing the Chairman as proxy must be deposited with the Company: (i) via post to the Share Registrar's office at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632, or (ii) via electronic mail to ir@banyantree.com (e.g. a clear scanned signed form in PDF) and received by the Company by 2.30 p.m. on 26 April 2022 (being 72 hours before the time fixed for the AGM).
- 5. The instrument appointing the Chairman as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman as proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 of Singapore or under the hand of an attorney or an officer duly authorised, or in some other manner as may be approved by the Directors, if the instrument is submitted by electronic communication.
- 6. Where an instrument appointing the Chairman as proxy is signed by an attorney on behalf of the appointor, the power of attorney (or other authority) 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.
- 7. The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the Shareholder, being the appointor, is not shown to have Shares entered against his 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.
- 8. This Proxy Form is not valid for use by investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the AGM to specify voting instructions. Refer to the Notice of AGM dated 7 April 2022 for further instructions.

