

EXTRAORDINARY/ SPECIAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

SATS LTD.

Security

SATS LTD. - SG1I52882764 - S58

Announcement Details

Announcement Title

Extraordinary/ Special General Meeting

Date & Time of Broadcast

03-Jan-2023 07:30:31

Status

New

Announcement Reference

SG230103XMETHG9D

Submitted By (Co./ Ind. Name)

Low Siew Tian

Designation

Assistant Company Secretary

Event Narrative

Narrative Type	Narrative Text
Additional Text	The pre-registration for the Extraordinary General Meeting of SATS Ltd. will commence at 2.30 pm on 3 January 2023. For more information, please refer to the attachments.

Event Dates

Meeting Date and Time

18/01/2023 14:30:00

Response Deadline Date

15/01/2023 14:30:00

Event Venue(s)

Place

Venue(s)	Venue details
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Meeting Venue	The Extraordinary General Meeting of SATS Ltd. will be held at Singapore EXPO, Hall 1 (APEX), 1 Expo Drive, Singapore 486150 and by way of electronic means.
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Attachments



[SATS Notification to Shareholders.pdf](#)



[SATS Notice of EGM and Proxy Form.pdf](#)



[SATS Gatefold and Circular.pdf](#)



[SATS FAQs on the proposed acquisition of WFS.pdf](#)



[SATS FAQs on EGM.pdf](#)

Total size = 11833K MB



3 January 2023

Dear Shareholder,

SATS Ltd. (“**SATS**”) will be convening and holding an Extraordinary General Meeting (“**EGM**”) at Singapore EXPO, Hall 1 (APEX), 1 Expo Drive, Singapore 486150 (“**Physical Meeting**”) and by way of electronic means (“**Virtual Meeting**”) on Wednesday, 18 January 2023 at 2.30 p.m. (Singapore time) to seek shareholders’ approval for the proposed acquisition of Worldwide Flight Services (“**Proposed Acquisition**”).

A circular in relation to the Proposed Acquisition (“**Circular**”), together with the Notice of EGM, Proxy Form, Gatefold and Frequently Asked Questions in relation to the Proposed Acquisition, will be published on the SATS website at the URL <https://www.sats.com.sg/egm> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> from 3 January 2023. Hard copies of the Notice of EGM, Proxy Form, Gatefold and Frequently Asked Questions are enclosed. However, **hard copies of the Circular will not be sent to shareholders.**

Arrangements relating to:

- (a) in-person attendance at the EGM (including arrangements by which shareholders or their appointed proxy(ies) can pre-register for the Physical Meeting);
- (b) attendance at the EGM via electronic means (including arrangements by which the Virtual Meeting can be electronically accessed via live audio-visual webcast or live audio-only stream);
- (c) submission of questions to the Chairman of the Meeting in advance of, or live at, the EGM, and addressing of substantial and relevant questions in advance of, or live at, the EGM; and
- (d) voting at the EGM: (i) live by the shareholder or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on the shareholder’s behalf at the EGM,

are set out in Appendix C to the Circular.

For more information on the EGM, please visit the SATS website at the URL <https://www.sats.com.sg/egm> or email us at sats_ir@sats.com.sg.

We will continue to keep in touch with our shareholders via digital channels. To facilitate communications, we encourage shareholders to subscribe to any of the following channels to be kept informed of the latest news from SATS. Your privacy is important to us. We will use the chosen channels of communications only for the purpose of keeping you updated on developments at SATS.

- Website: Subscribe to our mailing list at <https://www.sats.com.sg/news>
- LinkedIn: Follow SATS at <https://www.linkedin.com/company/sats-ltd>
- Twitter: Follow SATS at <https://twitter.com/satsgroup>

Yours faithfully,
FOR SATS Ltd.

Ian Chye
Company Secretary

SATS Ltd. 新翔集团有限公司
Singapore Changi Airport P.O. Box 3 Singapore 918141
邮政信箱3号, 新加坡樟宜国际机场

[sats.com.sg](https://www.sats.com.sg)



Scan the QR Code for more information on the
SATS Extraordinary General Meeting.

Notice of Extraordinary General Meeting

SATS Ltd.

(Incorporated in the Republic of Singapore)

Company Registration No. 197201770G

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the Circular (as defined below).

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of SATS Ltd. (the "**Company**") will be held at Singapore EXPO, Hall 1 (APEX), 1 Expo Drive, Singapore 486150 and by way of electronic means on 18 January 2023 at 2.30 p.m. (Singapore time) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution, which will be proposed as an ordinary resolution:

1. ORDINARY RESOLUTION – THE PROPOSED ACQUISITION

RESOLVED THAT:

- (i) approval be and is hereby given for the proposed acquisition (the "**Proposed Acquisition**") by SATS International SAS ("**SATS International**"), an indirect wholly-owned subsidiary of the Company, of all the issued and paid-up share capital of Promontoria Holding 243 B.V. from each of the Sellers (as defined in the circular to the shareholders of the Company (the "**Shareholders**") dated 3 January 2023 (the "**Circular**")) on the terms and conditions set out in the Sale and Purchase Agreement dated 28 September 2022 (as may be supplemented or amended from time to time) (the "**SPA**"), and entered into between the Sellers, SATS International and the Company, as described in the Circular, and the entry into the SPA (including any other transactions and/or ancillary documents contemplated under the SPA) be and is hereby approved, ratified and confirmed;
- (ii) the directors of the Company (the "**Directors**") or any one of them be authorised and directed to do all things necessary or expedient or in the interests of the Company and the Shareholders (including executing any document or procuring third-party consents as may be required) as the Directors or any one of them may deem fit, to give effect to the Proposed Acquisition as contemplated in this resolution; and
- (iii) to the extent that any action in connection with the Proposed Acquisition has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approved, ratified and confirmed.

BY ORDER OF THE BOARD

Ian Chye

Company Secretary

Singapore, 3 January 2023

Notes:

1. The EGM will be held at Singapore EXPO, Hall 1 (APEX), 1 Expo Drive, Singapore 486150 ("**Physical Meeting**") and by way of electronic means ("**Virtual Meeting**") pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Hard copies of this Notice and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company's website at the URL <https://www.sats.com.sg/egm> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. The Company may implement such COVID-19 safe management measures (including vaccination-differentiated safe management measures) at the Physical Meeting as may be required or recommended under any regulations, directives, measures or guidelines that may be issued from time to time by any government or regulatory agency in light of the COVID-19 situation in Singapore. Members should check the Company's website at the URL <https://www.sats.com.sg/egm> or the SGX website at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates.
3. Arrangements relating to:
 - (a) in-person attendance at the EGM (including arrangements by which members or their appointed proxy(ies) can pre-register for the Physical Meeting);
 - (b) attendance at the EGM via electronic means (including arrangements by which the Virtual Meeting can be electronically accessed via live audio-visual webcast or live audio-only stream);
 - (c) submission of questions to the Chairman of the Meeting in advance of, or live at, the EGM, and addressing of substantial and relevant questions in advance of, or live at, the EGM; and
 - (d) voting at the EGM (i) live by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on the member's behalf at the EGM,

are set out in the Circular. The Circular may be accessed at the Company's website at the URL <https://www.sats.com.sg/egm> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

4. A member who wishes to exercise his/her/its voting rights at the EGM may:
 - (a) (where the member is an individual) vote live via electronic means at the EGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote live via electronic means at the EGM on his/her/its behalf; or
 - (b) (whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM.
5.
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

6. A proxy need not be a member of the Company.

7. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
- (a) if submitted by post, be lodged at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902; or
 - (b) if submitted electronically, be submitted:
 - (i) via email to the Company's Share Registrar at gpe@mncsingapore.com; or
 - (ii) via the online process through the pre-registration website at the URL <https://www.sats.com.sg/egm>,

in each case, not less than 72 hours before the time appointed for holding the EGM.

A member who wishes to submit an instrument appointing a proxy(ies) by post or via email can either use the hard copy of the proxy form which is sent to him/her/it by post or download a copy of the proxy form electronically from the Company's website or the SGX website, and complete and sign the proxy form, before submitting it by post to the address provided above, or before submitting it via email (e.g., by enclosing a completed and signed PDF copy of the proxy form) to the email address provided above. A member may also appoint a proxy(ies) via the online process through the pre-registration website at the URL <https://www.sats.com.sg/egm>.

Members are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email or appoint a proxy(ies) via the online process through the pre-registration website at the URL <https://www.sats.com.sg/egm>.

8. CPF and SRS investors:
- (a) may vote live via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 6 January 2023.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company: (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"); (b) warrants that where the member discloses the personal data of the member's proxy(ies) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes; and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.