

PROXY FORM FOR SCHEME MEETING

PROXY FORM SCHEME MEETING COLEX HOLDINGS LIMITED

(Company Registration No.: 197101485G)
(Incorporated in the Republic of Singapore)

Important:

1. This Proxy Form is not valid for use by persons who hold shares through Relevant Intermediaries and shall be ineffective for all intents and purposes if used or purported to be used by them CPF and SRS investors who wish to vote should approach their respective CPF Agent Banks and SRS Operators to submit their votes by 9:00 a.m. on 25 January 2023 being 7 working days before the date of the Scheme Meeting.
2. CPF and SRS investors should contact their respective Agent Banks if they have any queries regarding their appointment as proxies.
3. By submitting this Proxy Form, the Scheme Shareholders accepts and agrees to the personal data privacy terms set out in the Notice.

I/We _____ (Name) _____ (NRIC/Passport No.)

of _____ (Address)

being a member/members of Colex Holdings Limited (the "**Target Company**") hereby appoint

Name	Address	NRIC/Passport No.

or failing him/her, the Chairman of the Scheme Meeting of the Target Company, as my/our proxy to attend and to vote for me/us on my/our behalf at the Scheme Meeting, to be held at NTUC Centre, 1 Marina Boulevard, Training Room 701 at Level 7, One Marina Boulevard, Singapore 018989 on 3 February 2023 at 9:00 a.m. and at any adjournment thereof, for the purpose of considering and, if thought fit, approving the Scheme of Arrangement referred to in the notice convening the Scheme Meeting, and at such Scheme Meeting (or at any adjournment thereof) to vote for *me/us and in *my/our name(s) for the said Scheme or against the said Scheme as hereunder indicated.

I/We direct my/our proxy to vote for or against the Scheme of Arrangement to be proposed at the Scheme Meeting as indicated hereunder. If no specific directions as to voting is given, the proxy will vote or abstain from voting at his/her discretion, as he/she will on any other matter arising at the Scheme Meeting (or at any adjournment thereof). If no person is named in the above boxes, the Chairman of the Scheme Meeting shall be my/our proxy to vote, for or against the Scheme at the Scheme Meeting, for me/us and on my/our behalf at the Scheme Meeting and at any adjournment thereof.

RESOLUTION	FOR**	AGAINST**	ABSTAIN**
To approve the Scheme of Arrangement			

** If you wish to vote "FOR" the Scheme referred to in the notice convening the Scheme Meeting, please indicate with a tick (✓) in the box marked "FOR" set out above. If you wish to vote "AGAINST" the Scheme referred to in the notice convening the Scheme Meeting, please indicate with a tick (✓) in the box marked "AGAINST" set out above. If you wish to abstain from voting on the Scheme referred to in the notice convening the Scheme Meeting, please indicate with a tick (✓) in the box marked "ABSTAIN" set out above. **DO NOT TICK IN MORE THAN ONE BOX.**

Dated this _____ day of _____ 2023

**Total no. of Target Company
Scheme Shares held**

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

IMPORTANT: PLEASE REFER TO NOTES TO PROXY FORM AND BUSINESS REPLY ENVELOPE ON REVERSE PAGE

NOTES TO PROXY FORM:

1. Please insert the total number of Target Company Scheme Shares held by you. If you have Target Company Scheme Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Target Company Scheme Shares. If you have Target Company Scheme Shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of Target Company Scheme Shares. If you have Target Company Scheme Shares entered against your name in the Depository Register and Target Company Scheme Shares registered in your name in the Register of Members, you should insert the aggregate number of Target Company Scheme Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If the number of Target Company Scheme Shares is not inserted, this instrument shall be deemed to relate to the entire number of Target Company Scheme Shares registered in your name(s).
2. The duly completed and signed Proxy Form must be deposited not less than 72 hours before the time scheduled for the Scheme Meeting (i.e. by 9:00 a.m. on 31 January 2023) via either the following means:
 - (a) post to the Share Registrar, KCK Corpserve Pte. Ltd., to 1 Raffles Place, #04-63 One Raffles Place, Singapore 048616; or
 - (b) electronic mail to colex-meeting@kckcs.com.sg.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Scheme Shareholders to submit completed Proxy Forms by post, Scheme Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.
3. A proxy need not be a Scheme Shareholder of the Target Company.
4. Where an instrument appointing a proxy is submitted by electronic mail, it must be by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.
5. The instrument appointing a proxy must be under the hand of the appointor or his attorney duly authorised in writing or, where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Any alteration made to the Proxy Form should be initialled by the person who signs it.
6. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Target Company) be lodged with the instrument appointing a proxy, failing which the instrument may be treated as invalid.
7. The Share Registrar shall be entitled to reject the instrument appointing a proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy. In addition, in the case of Scheme Shareholders whose Target Company Scheme Shares are entered against their names in the Depository Register, the Share Registrar may reject any instrument appointing a proxy if such Scheme Shareholders are not shown to have Target Company Scheme Shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Scheme Meeting as certified by The Central Depository (Pte) Limited to the Share Registrar.
8. A Depositor shall not be regarded as a Scheme Shareholder entitled to attend the Scheme Meeting and to speak and vote there at unless his name appears on the Depository Register 72 hours before the time set for the Annual General Meeting.
9. In the case of joint holders of Target Company Scheme Shares, any one of such persons may vote, but if more than one of such persons be present at the Scheme Meeting, the person whose name stands first in the Register of Members of the Target Company or, as the case may be, the Depository Register (as defined in Section 81SF of the Securities and Futures Act) shall alone be entitled to vote.
10. The submission of an instrument appointing a proxy by a Scheme Shareholder does not preclude him from attending and voting at the Scheme Meeting if he so wishes. In such event, the instrument appointing a proxy will be deemed to be revoked and the Target Company reserves the right to refuse to admit any person appointed under the instrument appointing, to the Scheme Meeting.
11. For the purposes of satisfying the condition under Section 210(3AB)(b) of the Companies Act:
 - (a) a Scheme Shareholder (other than a Scheme Shareholder who is a Relevant Intermediary) may only cast all the votes it uses at the Scheme Meeting in one way and may only:
 - (i) cast all its votes "for" the Scheme;
 - (ii) cast all its votes "against" the Scheme; or
 - (iii) abstain from voting;
 - (b) a Scheme Shareholder who is a Relevant Intermediary need not cast all the votes it uses in the same way provided that each vote is exercised in relation to a different Target Company Scheme Share. A Relevant Intermediary may:
 - (i) vote "for" the Scheme;
 - (ii) vote "against" the Scheme; or
 - (iii) abstain from voting."Relevant Intermediary" shall mean a "relevant intermediary" as defined in Section 181 of the Companies Act or a "depository agent" as defined in Section 81SF of the Securities and Futures Act.
12. For the purposes of satisfying the condition under Section 210(3AB)(a) of the Companies Act:
 - (a) each Scheme Shareholder that appoints a proxy (including the Chairman of the Scheme Meeting) to vote at the Scheme Meeting shall be deemed to be present at the Scheme Meeting and shall be included in the count of Scheme Shareholders present and voting at the Scheme Meeting. Where the Chairman has been appointed as the proxy of more than one Scheme Shareholder to vote at the Scheme Meeting, the votes of the Chairman shall be counted as the votes of the number of appointing Scheme Shareholders;
 - (b) the Target Company shall treat a Relevant Intermediary that casts votes both for and against the Scheme as follows:
 - (i) the Target Company shall treat the Relevant Intermediary as casting 1 vote in favour of the Scheme if the Relevant Intermediary casts more votes for the Scheme than against the Scheme;
 - (ii) the Target Company shall treat the Relevant Intermediary as casting 1 vote against the Scheme if the Relevant Intermediary casts more votes against the Scheme than for the Scheme; and
 - (iii) the Target Company shall treat the Relevant Intermediary as casting 1 vote for and 1 vote against the Scheme if the Relevant Intermediary casts equal votes for and against the Scheme.

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Postage will be paid by addressee. For posting in Singapore only.

**BUSINESS REPLY SERVICE
PERMIT NO. 08701**



**COLEX HOLDINGS LIMITED
DBS BANK LTD.
c/o KCK CORP SERVE PTE. LTD.
1 RAFFLES PLACE
#04-63 ONE RAFFLES PLACE TOWER 2
SINGAPORE 048616**