



**CEI LIMITED**

(Company Registration No. 199905114H)

**IMPORTANT**

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## **RECONVENING OF CEI LIMITED'S ANNUAL GENERAL MEETING AT 9AM ON 28 MAY 2020**

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### **1. BACKGROUND**

- (a) The COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means.
- (b) On 7 April 2020, the Board of Directors ("Board") of CEI Limited ("Company") announced the deferment of the Company's annual general meeting ("AGM").
- (c) The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "Order") which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies. On the same day, the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation have prepared a checklist to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

### **2. RECONVENING OF THE COMPANY'S AGM**

The Board wishes to announce that the Company will reconvene the AGM and held by way of electronic means **at 9am on 28 May 2020 (Thursday)** to transact the business set out in the attached Notice of AGM.

Our Executive Chairman, Mr Tien Sing Cheong, and our Managing Director, Mr Tan Ka Huat, will conduct the proceedings of the AGM and address substantial and relevant questions which shareholders have submitted in advance.

**SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE AGM IN PERSON.**

**SHAREHOLDERS ARE ONLY ABLE TO REMOTELY OBSERVE THE AGM PROCEEDINGS THROUGH EITHER LIVE AUDIO-VISUAL WEBCAST OR LIVE AUDIO-ONLY FEED.**

**SHAREHOLDERS WHO WISH TO OBSERVE THE AGM PROCEEDINGS AFOREMENTIONED AND WISH TO VOTE ON THE RESOLUTIONS TO BE TABLED AT THE AGM MUST APPOINT THE CHAIRMAN OF THE MEETING AS THEIR PROXY TO ATTEND, SPEAK AND VOTE ON THEIR BEHALF AT THE AGM, IN ACCORDANCE WITH THE INSTRUCTIONS ON THE PROXY FORM.**

### **3. COMPULSORY PRE-REGISTRATION FOR LIVE AUDIO-VISUAL WEBCAST OR LIVE AUDIO-ONLY FEED**

**Shareholders are required to pre-register** at the following website [www.cei.com.sg/agm2020](http://www.cei.com.sg/agm2020) **by 9am on 25 May 2020 (Monday)** to enable the Company to verify their status as shareholders. Following the verification, authenticated shareholders will receive an email by 5pm on 27 May 2020 (Monday).

The email will contain user ID and password, as well as the details to access the live audio-video webcast, or live audio-only feed of the AGM proceedings.

Shareholders who have registered by 9am on 25 May 2020 (Monday) but have not received the email by 5pm on 27 May 2020 (Wednesday), should contact the Company's Investor Relations team by phone at 6481 1882 or by email to [agm2020@cei.com.sg](mailto:agm2020@cei.com.sg).

- (a) **For Corporations:** Corporations must authorise its corporate representative by way of certificate of appointment of corporate representative. The authorised corporate representative must then complete the section in the form titled "Corporate Shareholders" and provide all the information required therein.

- (b) **For Investors (including CPFIS Members and SRS Investors) who hold Shares through Relevant Intermediaries:** Investors who hold their shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (“Relevant Intermediaries”) (including CPFIS Members and SRS investors) and who wish to attend the AGM should approach their respective Relevant Intermediaries (including their respective CPF agent banks or SRS Approved Banks) to indicate their intention to attend the AGM.
- (c) **For Relevant Intermediaries:** Relevant Intermediaries shall provide to the Company a list of attendees (“Attendees”), together with the following information:
1. Name of Attendee;
  2. NRIC number / Passport number / Company registration number;
  3. Email address; and
  4. The interests held in the Company by each Attendee.

Relevant Intermediaries shall also inform all Attendees to complete the section in the form titled “Attendees” and provide all the information required therein.

#### 4. SUBMISSION OF QUESTIONS FOR THE BOARD AND/OR MANAGEMENT

- (a) Shareholders may submit question(s) related to the resolutions to be tabled for approval at the AGM during the pre-registration process aforesaid. **All question(s) pertaining to the AGM must be submitted by 9am on 25 May 2020 (Monday).** We will endeavour to address all substantial and relevant questions during the AGM proceedings.

In addition, shareholders may also submit their question(s) either via email to [agm2020@cei.com.sg](mailto:agm2020@cei.com.sg), or, delivered by post to the Registered Office of the Company at 2 Ang Mo Kio Avenue 12, Singapore 569707, by 9am on 25 May 2020. If by post, shareholders are encouraged to post out earlier amid possible delay in mail processing.

- (b) Shareholders may seek further clarification(s) or ask follow-up question(s) during the AGM proceedings. To do so, shareholders may submit their question(s) via email to [agm2020@cei.com.sg](mailto:agm2020@cei.com.sg) between 9am and 9:30am on the day of the AGM.

#### 5. PROXY VOTING

**FOR SHAREHOLDERS WHO WISH TO VOTE, THEY WILL HAVE TO SUBMIT THEIR PROXY FORMS BY 9AM ON 25 MAY 2020 (MONDAY) AND APPOINT “CHAIRMAN OF THE MEETING” AS THEIR PROXY.**

The proxy form must be submitted in the following manner:

- (a) if **submitted by post**, use the self-addressed postage-paid envelope and be delivered to the Registered Office of the Company at 2 Ang Mo Kio Avenue 12, Singapore 569707; or
- (b) if **submitted electronically**, email to [agm2020@cei.com.sg](mailto:agm2020@cei.com.sg),

in either case, **by 9am on 25 May 2020 (Monday).**

Shareholders who hold their shares through relevant intermediaries (including CPFIS Members and SRS investors) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks or SRS Approved Banks) to submit their voting instructions early in order to allow sufficient time for their respective relevant intermediaries to, in turn, submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by 9am on 25 May 2020 (Monday).

#### 6. FURTHER INFORMATION

Shareholders who wish to remotely observe the AGM proceedings are reminded that the AGM is private. **Invitation to Shareholder to attend the AGM Webcast shall not be forwarded to anyone who is not a Shareholder of the Company or who is not authorised to attend the AGM. RECORDING OF THE AGM WEBCAST in whatever form is also STRICTLY PROHIBITED.**

The Company seeks Shareholders’ patience and understanding during the AGM proceedings in the event of any technical disruptions.

## **7. BOOKS CLOSURE DATE FOR FINAL DIVIDEND OF 0.40 CENTS PER SHARE**

NOTICE IS HEREBY GIVEN THAT, subject to the approval by the members at the AGM to be held on 28 May 2020, the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 5 June 2020 for the preparation of dividend warrants for the one-tier tax-exempt second and final dividend.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 5 June 2020 will be registered to determine shareholders' entitlements to the said dividends. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 5 June 2020 will be entitled to the proposed one-tier tax-exempt second and final dividend.

Payment of the dividends, if approved by the members at the AGM to be held on 28 May 2020, will be made on 12 June 2020.

### **IMPORTANT REMINDER:**

The Company recognises the unprecedented measures taken in light of the COVID-19 pandemic, and seeks all Shareholders' kind understanding. The Company will continue to monitor developments and may take any further measures as recommended by the relevant authorities.

Shareholders are thus advised to continually look out for any announcements that the Company releases regarding the AGM.

The Board wishes to thank the Shareholders for their kind support.

### **BY ORDER OF THE BOARD**

**Teo Soon Hock**  
**Secretary**

**Singapore, 4 May 2020**

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## CEI LIMITED

(Company Registration No. 199905114H)  
(Incorporated in Singapore with limited liability)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN that the Twenty-first Annual General Meeting of CEI LIMITED (the "Company") will be held by way of electronic means on Thursday, 28 May 2020 at 9.00 a.m. for the following purposes:**

#### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors' Report thereon. (Resolution 1)
2. To declare a one-tier tax-exempt second and final dividend of 0.40 cents per share for the financial year ended 31 December 2019 (2018: 0.40 cents per share). (Resolution 2)
3. To re-elect Mr. Tan Bien Chuan who is retiring under Regulation 108(1) of the Company's Constitution and Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). (Resolution 3)

Mr. Tan Bien Chuan will, upon re-election as a Director of the Company, remain as Chairman of the Audit and Board Risk Committees and a member of the Nominating and Remuneration Committees.

4. To approve Mr. Tan Bien Chuan's continued appointment as an Independent Director by all shareholders present at the Meeting contingent upon the passing of Ordinary Resolution 3 above and pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST. This Resolution to remain in force until the earlier of Mr. Tan Bien Chuan's retirement or resignation, or the conclusion of the third Annual General Meeting following the passing of this Resolution and Ordinary Resolution 5 below. [See explanatory note (i)] (Resolution 4)
5. To approve Mr. Tan Bien Chuan's continued appointment as an Independent Director by shareholders (excluding the Directors and Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer) contingent upon the passing of Ordinary Resolution 4 above and pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST. This Resolution to remain in force until the earlier of Mr. Tan Bien Chuan's retirement or resignation of the Director; or the conclusion of the third Annual General Meeting following the passing of this Resolution and Ordinary Resolution 3 above. [See explanatory note (i)] (Resolution 5)

Mr. Tan Bien Chuan will, upon election, remain as the Lead Independent Director of the Company.

6. To re-elect Mr. Gan Chee Yen who is retiring under Regulation 108(1) of the Company's Constitution and Rule 720(5) of the Listing Manual of the SGX-ST. (Resolution 6)

Mr. Gan Chee Yen will, upon re-election as a Director of the Company, remain as a member of the Audit, Remuneration and Board Risk Committees and will be considered non-independent.

7. To re-elect Ms. Theng Siew Lian Lisa who is retiring under Regulation 107 of the Company's Constitution. (Resolution 7)

Ms. Theng Siew Lian Lisa will, upon re-election as a Director of the Company, remain as a member of the Audit, Board Risk, Nominating and Remuneration Committees and will be considered independent.

8. To re-elect Mr. Tan Ka Huat who is retiring under Rule 720(5) of the Listing Manual of the SGX-ST. (Resolution 8)

Mr. Tan Ka Huat will upon re-election as a Director of the Company, remain as the Managing Director and will be considered non-independent.

Information on Mr. Tan Bien Chuan, Mr. Gan Chee Yen, Ms. Theng Siew Lian Lisa and Mr. Tan Ka Huat can be found in the Corporate Governance Report - Information of the Directors Nominated for Re-election, in the Annual Report sent to members on 15 April 2020, published on the Company's website at [www.cei.com.sg](http://www.cei.com.sg), and made available on the SGX website.

9. To approve the payment of Directors' fees of S\$251,000 for the financial year ended 31 December 2019 (2018: S\$246,000). (Resolution 9)

10. To re-appoint Ernst & Young LLP as the Auditors of the Company for the ensuing year and to authorise the Directors of the Company to fix their remuneration. (Resolution 10)
11. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## **AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions with or without any modifications:

### **ORDINARY RESOLUTION**

#### **12. Authority to issue shares**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in 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) options, 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 of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by 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) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with sub-paragraph (2)(a) or (2)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. [See Explanatory Note (ii)] (Resolution 11)

**13. Proposed Renewal of the General Mandate for Interested Person Transactions**

- (a) For the purposes of Chapter 9 of the Listing Manual of the SGX-ST, approval be and is hereby given for the Company and its subsidiaries to enter into any of the Mandated Transactions with the Interested Persons, provided that such transactions are (i) made on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders and (ii) in accordance with the review procedures of such Interested Person Transactions (the "General IPT Mandate").
- (b) The General IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company.
- (c) The Directors of the Company be and are hereby authorised to do all such acts and things (including 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 General IPT Mandate and/or this resolution. [See explanatory Note (iii)] (Resolution 12)

By Order of the Board

Teo Soon Hock  
Secretary

Singapore, 4 May 2020

## Explanatory Notes:

- (i) On 6 August 2018, the SGX-ST amended the Listing Manual following the publication of the Code of Corporate Governance 2018 by the Monetary Authority of Singapore. As part of the amendments to the Code of Corporate Governance 2018, certain guidelines from the Code of Corporate Governance 2012 were shifted into the Listing Manual for mandatory compliance. On 28 November 2018, the SGX-ST issued the Transitional Practice Note 3 to establish transitional arrangements for certain guidelines shifted into the Listing Manual. Pursuant thereto and in respect of Rule 210(5)(d)(iii) of the Listing Manual, to ensure that the independence designation of a director who has served for more than 9 years as at and from 1 January 2022 is not affected, the Company is seeking to obtain shareholders' approvals for Mr Tan Bien Chuan's continued appointment as an independent director prior to 1 January 2022, as he has served for more than 9 years on the Board of the Company. Rule 210(5)(d)(iii) provides that continued appointment as independent director, after an aggregate period of more than 9 years on the board, must be sought and approved in separate resolutions by (A) all shareholders (Resolution 4) and (B) shareholders excluding directors, chief executive officer, and their associates (Resolution 5).
- (ii) The Ordinary Resolution 11, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 10% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for 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 when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- (iii) The Ordinary Resolution 12, if passed, will allow the Company and its subsidiaries to enter into transactions with interested persons as defined in Chapter 9 of the Listing Manual of the SGX-ST. Please refer to the Letter to Shareholder dated 1 April 2020 for details.

## Notes:

1. The Annual General Meeting is being convened and will be held by electronic means 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.
2. Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Company's announcement dated 4 May 2020.
3. Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy.

CPFIS Members and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes early in order for their respective relevant intermediaries (including their respective CPF agent banks or SRS Approved Banks) to submit your votes by 9am on 25 May 2020.



4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The proxy form, appointing the Chairman of the Meeting as proxy, must be submitted in the following manner:
  - (a) if submitted by post, use the self-addressed postage-paid envelope and be delivered to the Registered Office of the Company at 2 Ang Mo Kio Avenue 12, Singapore 569707; or
  - (b) if submitted electronically, email to [agm2020@cei.com.sg](mailto:agm2020@cei.com.sg),in either case, by 9am on 25 May 2020 (Monday).
6. A member may withdraw an instrument appointing the Chairman of the Meeting by sending an email to the Company at [agm2020@cei.com.sg](mailto:agm2020@cei.com.sg) to notify the Company of the withdrawal, at least 72 hours before the time for holding the Annual General Meeting.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote (whether to vote in favour of, or against, or to abstain from voting) at the Meeting 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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 penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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## CEI LIMITED

Company Registration No. 199905114H  
(Incorporated In The Republic of Singapore)

### PROXY FORM

(Please see notes overleaf before completing this Form)

#### IMPORTANT:

1. The Annual General Meeting is being reconvened, and will be held, by electronic means 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. Printed copies of the Notice of Annual General Meeting have been sent to members, published on the Company's website at www.cei.com.sg, and made available on the SGX website.
2. Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only feed), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Company's announcement dated 4 May 2020. This announcement may be accessed at the Company's website at www.cei.com.sg and will also be made available on the SGX website.
3. Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.
4. CPFIS Members and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 9am on 25 May 2020.
5. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 4 May 2020.
6. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting.

I/We, \_\_\_\_\_ NRIC No./Passport No./Company Reg. No: \_\_\_\_\_

of \_\_\_\_\_  
being a \*member/members of CEI LIMITED (the "Company"), hereby appoint the Chairman of the Meeting as \*my/our proxy, to attend, speak and vote for \*me/us and on \*my/our behalf, at the Annual General Meeting of the Company to be reconvened and held by way of electronic means at 9am on 28 May 2020 and at any adjournment thereof in the following manner:

No.	Resolutions relating to:	Numbers of Votes For <sup>(1)</sup>	Numbers of Votes Against <sup>(1)</sup>	Numbers of Votes Abstaining <sup>(1)</sup>
1	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019			
2	Payment of proposed one-tier tax-exempt second and final dividend of 0.40 cents per share for the financial year ended 31 December 2019			
3	Re-election of Mr. Tan Bien Chuan as a Director of the Company			
4	Approval of Mr. Tan Bien Chuan's continued appointment as an Independent Director by shareholders			
5	Approval of Mr. Tan Bien Chuan's continued appointment as an Independent Director by shareholders (excluding directors, chief executive officer, and their associates)			
6	Re-election of Mr. Gan Chee Yen as a Director of the Company			
7	Re-election of Ms. Theng Siew Lian Lisa as a Director of the Company			
8	Re-election of Mr. Tan Ka Huat as a Director of the Company			
9	Approval of Directors' Fees amounting to S\$251,000 for the financial year ended 31 December 2019			
10	Re-appointment of Ernst & Young LLP as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration			
11	Authority to issue shares			
12	Proposed Renewal of the General Mandate for Interested Person Transactions			

<sup>(1)</sup> In appointing the Chairman of the Meeting as your proxy to cast all your votes For or Against a resolution, please tick within the For or Against box in respect of that resolution. Alternatively, please indicate the number of votes For or Against 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 within the Abstain box in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the Abstain box in respect of that resolution.

Voting will be conducted by poll.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

\_\_\_\_\_  
Signature of Shareholder(s)  
or, Common Seal of Corporate Shareholder

\*Delete where inapplicable

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

**CEI LIMITED**  
**Company Registration No. 199905114H**  
(Incorporated In The Republic of Singapore)

**PROXY FORM (Cont'd Page 2)**

**Notes:**

1. Please insert the total number of 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, Chapter 289 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 the Chairman of the Meeting as proxy shall be deemed to relate to all the Shares held by you.
2. Due to the current Covid-19 restriction orders in Singapore, A MEMBER WILL NOT BE ABLE TO ATTEND the Annual General Meeting in person. A member (whether individual or corporate) MUST APPOINT THE CHAIRMAN OF THE MEETING AS HIS/HER/ITS PROXY to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.  
  
CPFIS Members or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes early in order for their respective relevant intermediaries (including their respective CPF agent banks or SRS Approved Banks) to submit your votes by 9am on 25 May 2020.
3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. A member who is a relevant intermediary entitled to attend, speak and vote (whether to vote in favour of, or against, or to abstain from voting) at the Meeting is entitled to appoint the Chairman of the Meeting to attend, speak and vote (whether to vote in favour of, or against, or to abstain from voting) instead of the member, but the Chairman of the Meeting must be appointed to exercise the rights attached to a different Share or Shares held by such member.  
  
"Relevant intermediary" has the same meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
5. The proxy form must be submitted in the following manner:
  - (a) if submitted by post, use the self-addressed postage-paid envelope and be delivered to the Registered Office of the Company at 2 Ang Mo Kio Avenue 12, Singapore 569707; or
  - (b) if submitted electronically, email to [agm2020@cei.com.sg](mailto:agm2020@cei.com.sg),  
  
in either case, by 9am on 25 May 2020 (Monday).
6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as 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. Where the instrument appointing the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
8. A member may withdraw an instrument appointing the Chairman of the Meeting by sending an e-mail to the Company at [agm2020@cei.com.sg](mailto:agm2020@cei.com.sg) to notify the Company of the withdrawal, at least 72 hours before the time for holding the Annual General Meeting.
9. The Company shall be entitled to reject the instrument appointing or treated as 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 or treated as appointing the Chairman of the Meeting as proxy (including any related attachment). In addition, in the case of members whose Ordinary Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing or treated as appointing the Chairman of the Meeting as proxy lodged if such members are not shown to have Ordinary Shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 4 May 2020.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or 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 shall reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.