

SUTL ENTERPRISE LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number:
199307251M)

PROXY FORM
Annual General Meeting

IMPORTANT

1. The AGM (as defined below) is being convened, and will be held in a wholly physical format, at Constellation 1, ONE^o15 Marina Sentosa Cove, #01-01, 11 Cove Drive, Sentosa Cove, Singapore 098497 on 29 April 2024 at 3.00 p.m. There will be no option for shareholders to participate by electronic means. Printed copies of the Company's annual report for the financial year ended 31 December 2023, addendum to shareholders of the Company ("Shareholders") dated 5 April 2024 (being an addendum to the Notice of AGM), Notice of AGM and this proxy form will be sent by post to shareholders. These documents will also be published on the Company's website at the URL <https://www.sutlenterprise.com> and SGXNET.
2. Arrangements relating to attendance at the AGM by shareholders, including CPF and SRS investors (as defined below), submission of questions, addressing of substantial and relevant questions and voting at the AGM, are set out in the Notice of AGM and the Company's accompanying announcement dated 5 April 2024, which has been published together with the Notice of AGM on the same day.
3. This proxy form is not valid for use by investors holding shares in the Company ("Shares") through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) ("Investors") (including investors holding Shares through Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors")) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator by 3.00 p.m. on 17 April 2024, being not less than 7 working days before the date of the AGM to submit his/her voting instructions.
4. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman as a member's proxy to vote on his/its behalf at the AGM.**

I/We _____ (Name)

of _____ (Address)

being a *Member / Members of SUTL Enterprise Limited (the "**Company**") hereby appoint

(a) the **Chairman of the Annual General Meeting ("Chairman")**; and/or

(b) Name:
Address:
NRIC / Passport No.:
Proportion of Shareholding (%):
(Proportion of Shareholding is applicable only
in the event that more than one proxy is appointed)

as *my/our proxy to vote for *me/us on *my/our behalf at the Thirtieth Annual General Meeting of the Company ("**AGM**") to be held on 29 April 2024 at 3:00 p.m. and at any adjournment thereof in the following manner.

(Please indicate with an "**X**" in the spaces provided whether you wish your vote(s) to be cast for or against, or abstain from voting, in respect of all your shares for each Resolution as set out in the Notice of Annual General Meeting. Alternatively, you may indicate the number of shares that you wish to vote for or against, and/or abstain from voting, for each Resolution in the space provided. **In the absence of specific directions in respect of a Resolution, the appointment of the Chairman of the Annual General Meeting as your proxy for that Resolution will be treated as invalid.**)

No.	Resolution	For	Against	Abstain
1	Adoption of Directors' Statement and Audited Financial Statements and Auditors' Report			
2	To declare a final dividend at 5 cents per ordinary share for the year ended 31 December 2023			
3	Approval of Directors' fees			
4	Re-election of Director – Mr. Tay Teng Guan Arthur			

5	Re-election of Director – Mr. Tay Teng Hock			
6	Re-appointment of auditors			
7	Authority to issue and allot shares pursuant to Section 161 of the Companies Act 1967			
8	Authority to offer and grant options, and issue shares, in accordance with the Share Option Scheme 2011			
9	Authority to purchase shares pursuant to the Share Purchase Mandate			
10	To approve the proposed grant of options under the Option Scheme in respect of 100,000 shares to Mr Tay Teng Hock, a Non-Executive Director and an Associate of a Controlling Shareholder of the Company			
11	To approve and adopt the New Constitution of the Company			

Dated this _____ day of _____ 2024.

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

Signature(s) of member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

* delete as appropriate.

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 2001), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this proxy form appointing the Chairman as proxy will be deemed to relate to all the shares held by you.
2. Shareholders, including CPF and SRS investors, can vote at the AGM themselves or through duly appointed proxy(ies). Shareholders who wish to appoint a proxy(ies) must submit a proxy form in accordance with the instructions on the proxy form. Where a member (whether individual or corporate) appoints the Chairman as his/its proxy, he/it must give specific instructions in the relevant proxy form as to voting, or abstentions from voting, in respect of a resolution, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.
3. This proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator by 3.00 p.m. on 17 April 2024, being not less than 7 working days before the date of the AGM to submit his/her voting instructions.
4. Shareholders who wish to appoint a proxy(ies) must submit a proxy form in the following manner:
 - (i) if submitted by post, be deposited at the registered office of the Company at #05-00, 100J Pasir Panjang Road, SUTL House, Singapore 118525; or
 - (ii) if submitted through electronic means, be submitted via an email enclosing a signed PDF copy of the proxy form to the Company at investor_relations@sutl.com,in either case, by no later than 3:00 p.m. on 27 April 2024 (being at least forty-eight (48) hours before the time fixed for holding the AGM) and in default the proxy form for the AGM shall not be treated as valid.
5. A Shareholder who wishes to submit a proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. A proxy form must be signed by the appointor or his/her duly authorised attorney. Where a proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
6. Where a proxy form appointing the Chairman as 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 Company) be lodged with the proxy form of proxy, failing which the proxy form may be treated as invalid.
7. Members should take note that after the deadline for the submission of proxy forms, the deadline being 3:00 p.m. on 27 April 2024 (being at least forty-eight (48) hours before the time fixed for holding the AGM), they cannot change their votes as indicated in the spaces provided above.

General

Where a member (whether individual or corporate) appoints the Chairman as his/its proxy, he/it must give specific instructions in the relevant proxy form as to voting, or abstentions from voting, in respect of a resolution, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid. The Company shall be entitled to reject this proxy form appointing the Chairman as 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 on this proxy form appointing the Chairman as proxy. In addition, in the case of Members whose shares are deposited with The Central Depository (Pte) Limited ("CDP"), the Company may reject any proxy form appointing the Chairman as proxy lodged if such Members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the meeting as certified by CDP to the Company.

Personal data privacy

By submitting an proxy form appointing the Chairman of the Meeting as proxy, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 5 April 2024.