

# VENTURE CORPORATION LIMITED

(Incorporated in Singapore)  
(Company Registration Number: 198402886H)

## PROXY FORM

(Please see notes overleaf before completing this Form)

### IMPORTANT:

- The Annual General Meeting ("AGM") will be held, in a wholly physical format, at 5006 Ang Mo Kio Avenue 5, #05-01 TECHplace II, Singapore 569873 on Thursday, 27 April 2023 at 10.30 a.m. (Singapore time), 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. **There will be no option for shareholders to participate virtually.** For convenience, printed copies of the Notice of AGM dated 5 April 2023 and this proxy form will be sent by post to members. These documents will also be published on the Company's website at the URL <http://venture.listedcompany.com/ar.html> and SGXNet at the URL <https://sgx.com/securities/company-announcements>.
- Arrangements relating to attendance at the AGM, submission of questions to the Chairman of the Meeting in advance of, or at, the AGM, and voting at the AGM by shareholders or (where applicable) their duly appointed proxy(ies), are set out in the accompanying Company's announcement dated 5 April 2023. This announcement may be accessed at the Company's website at the URL <http://venture.listedcompany.com/ar.html> and SGXNet at the URL <https://sgx.com/securities/company-announcements>. For convenience, printed copies of the announcement will also be sent by post to shareholders.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).
- This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPFIS/SRS investors who hold Shares through CPF Agent Banks/SRS Operators. CPFIS/SRS investors:
  - may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
  - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes by 5.00 p.m. on 17 April 2023.
- By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 5 April 2023.

\*I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (\*NRIC/Passport/Co. Reg No.)  
of \_\_\_\_\_ (Address)  
being \*a member/members of Venture Corporation Limited (the "**Company**"), hereby appoint:

| Name | NRIC/Passport No. | Proportion of Shareholdings |   |
|------|-------------------|-----------------------------|---|
|      |                   | No. of Shares               | % |
|      |                   |                             |   |

\* and/or

| Name | NRIC/Passport No. | Proportion of Shareholdings |   |
|------|-------------------|-----------------------------|---|
|      |                   | No. of Shares               | % |
|      |                   |                             |   |

or failing \*him/them, the Chairman of the Meeting as \*my/our proxy to attend, speak and vote for \*me/us on \*my/our behalf at the AGM of the Company to be held at 5006 Ang Mo Kio Avenue 5, #05-01 TECHplace II, Singapore 569873 on Thursday, 27 April 2023 at 10.30 a.m. (Singapore time) and at any adjournment thereof. \*I/We direct \*my/our \*proxy/proxies to vote for or against or to abstain from voting on the resolutions to be proposed at the AGM as indicated below.

| No.               | Resolutions relating to:                                                                                                                                                                                                                                                                      | No. of Votes |         |         |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|---------|---------|
|                   |                                                                                                                                                                                                                                                                                               | For          | Against | Abstain |
| Ordinary Business |                                                                                                                                                                                                                                                                                               |              |         |         |
| 1                 | Adoption of Directors’ Statement and Audited Financial Statements for the year ended 31 December 2022 and the Auditor’s Report thereon                                                                                                                                                        |              |         |         |
| 2                 | Payment of proposed final one-tier tax-exempt dividend                                                                                                                                                                                                                                        |              |         |         |
| 3                 | Re-election of Mr Han Thong Kwang as a Director                                                                                                                                                                                                                                               |              |         |         |
| 4                 | Approval of Directors’ fees amounting to S\$817,479                                                                                                                                                                                                                                           |              |         |         |
| 5                 | Re-appointment of Deloitte & Touche LLP as Auditor and authorisation for Directors to fix their remuneration                                                                                                                                                                                  |              |         |         |
| Special Business  |                                                                                                                                                                                                                                                                                               |              |         |         |
| 6                 | Authority to allot and issue Shares                                                                                                                                                                                                                                                           |              |         |         |
| 7                 | Authority to offer and grant options and/or share awards and to allot and issue Shares pursuant to the Venture Corporation Executives’ Share Option Scheme 2015 and the Venture Corporation Restricted Share Plan 2021, respectively, not exceeding 0.4% of the total number of issued Shares |              |         |         |
| 8                 | Renewal of the Share Purchase Mandate                                                                                                                                                                                                                                                         |              |         |         |

**Note:** Voting will be conducted by poll. If you wish your proxy/proxies to cast all your votes "For" or "Against" a resolution, please indicate with a tick (✓) in the "For" or "Against" box provided in respect of that resolution. Alternatively, please insert the relevant number of Shares "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please indicate with a tick (✓) in the "Abstain" box provided in respect of that resolution. Alternatively, please insert the relevant number of Shares in the "Abstain" box provided in respect of that resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deems fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the AGM and at any adjournment thereof.

\* Delete accordingly

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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

Signature/Common Seal of Shareholder(s)

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

**NOTES:**

1. A member of the Company should insert the total number of Shares held. If such member has Shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited ("CDP")), he should insert that number of Shares. If such member has Shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of Shares. If such member has Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members, he should insert the aggregate number of Shares entered against his name in the Depository Register and registered in his name in the Register of Members. If no number is inserted, this form of proxy shall be deemed to relate to all the Shares held by such member.
2. (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 AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, 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 form of proxy 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 form of proxy.

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

A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged with 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 via email to the Company's Share Registrar, M & C Services Private Limited, at [gpe@mncsingapore.com](mailto:gpe@mncsingapore.com), in either case, not less than 72 hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument appointing a proxy(ies) by post or via email can either use the printed copy of the proxy form which is sent to him/her/it by post or 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.

First fold

**BUSINESS REPLY SERVICE  
PERMIT NO. 04910**



**VENTURE CORPORATION LIMITED**  
c/o M & C Services Private Limited  
112 Robinson Road #05-01  
Singapore 068902

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

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5. Completion and submission of the instrument appointing a proxy(ies) by a shareholder will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the shareholder attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.
6. The instrument appointing a proxy(ies) must be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) 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.
7. Where an instrument appointing a proxy(ies) 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 instrument, failing which the instrument may be treated as invalid.
8. The Company shall be entitled to reject an instrument appointing a proxy(ies) which 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(ies) (including any related attachment). In addition, in the case of a member whose Shares are entered in the Depository Register, the Company shall be entitled to reject an instrument appointing a proxy(ies) if the member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by CDP to the Company.

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