

# GOODWILL ENTERTAINMENT HOLDING LIMITED

(Incorporated in the Republic of Singapore)  
(Registration No. 201633838K)

## PROXY FORM

(Please see notes overleaf before completing this Form)

### IMPORTANT:

1. A Relevant Intermediary\* may appoint more than two (2) proxies to attend the AGM and vote.
2. An investor who holds shares under the Supplementary Retirement Scheme ("SRS Investor") and wishes to appoint the Chairman of the Meeting as proxy should inform their respective SRS Operators to submit their votes at least 7 working days before the AGM (i.e. 2.30 p.m. on 17 April 2025).
3. This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

\*I/We \_\_\_\_\_ (Name), \*NRIC/Passport No. \_\_\_\_\_

of \_\_\_\_\_ (Address)

being \*a member/members of GOODWILL ENTERTAINMENT HOLDING LIMITED (the "Company"), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

or failing \*him/her/them, the Chairman of the Meeting as \*my/our \*proxy/proxies to attend and vote for \*me/us on \*my/our behalf at the Annual General Meeting ("AGM") of the Company to be held at 8 Grange Road, #08-01 Cathay Cineleisure, Singapore 239695, on Tuesday, 29 April 2025 at 2.30 p.m. and at any adjournment thereof.

\*I/we direct \*my/our \*proxy/proxies to vote for, against or abstain the Resolutions to be proposed at the AGM as indicated hereunder. If no specified direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the \*proxy/proxies will vote or abstain from voting at his/her/their discretion.

(\*Please indicate your vote "For", "Against" or "Abstain" with an "X" within the box provided).

No.	Resolutions relating to:	For*	Against*	Abstain*
<b>AS ORDINARY BUSINESS</b>				
Resolution 1	To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Directors' Statement and Independent Auditors' Report thereon.			
Resolution 2	To declare a final dividend (one-tier tax exempt) of S\$0.0075 per ordinary share for the financial year ended 31 December 2024.			
Resolution 3	To approve the payment of Directors' fees of S\$37,500 for the financial year ending 31 December 2024 and Directors' fees of S\$150,000 for the financial year ending 31 December 2025, payable quarterly in arrears.			
Resolution 4	To re-elect Mr. Thang Teck Jong who will be retiring pursuant to Regulation 103 of the Constitution of the Company.			
Resolution 5	To re-elect Mr. Christopher Huang who will be retiring pursuant to Regulation 103 of the Constitution of the Company.			
Resolution 6	To re-elect Mr. Ng Tse Meng who will be retiring pursuant to Regulation 103 of the Constitution of the Company.			
Resolution 7	To re-elect Mr. Foong Daw Ching who will be retiring pursuant to Regulation 103 of the Constitution of the Company.			
Resolution 8	To re-appoint Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.			
<b>AS SPECIAL BUSINESS</b>				
Resolution 9	To approve general authority to allot and issue shares			
Resolution 10	To approve the Proposed Adoption of the Share Buyback Mandate			

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Total Number of Shares held in:	
CDP Register	
Register of Members	

\_\_\_\_\_  
Signature(s) of member(s) and  
Common Seal of Corporate Shareholder

\*Delete where applicable

**IMPORTANT: PLEASE READ THE NOTES BELOW**

## 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 of Singapore), 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 shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. (i) A member (who is not a relevant intermediary) of the Company entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint not more than two proxies to attend, speak and vote on his behalf and where a member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Member Proxy Form. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.  
(ii) A member (who is a relevant intermediary) of the Company entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint more than two proxies to attend, speak and vote on his behalf, 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 appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

\*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
  - (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. A proxy need not be a member of the Company. A member can appoint the Chairman of the Annual General Meeting as his/her/its proxy but this is not mandatory.
  4. If the instrument appointing a proxy is returned without any indication as to how the proxy shall vote, the proxy shall vote or abstain as he thinks fit.
  5. If the instrument appointing a proxy is returned without the name of the proxy indicated, the instrument appointing a proxy shall be invalid.
  6. If the appointor is an individual, the instrument appointing a proxy shall be signed by the appointor or his attorney.
  7. If the appointor is a corporation, the instrument appointing a proxy shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. 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.
  8. The signature on the instrument appointing a proxy need not be witnessed. 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 Company) be lodged with the instrument appointing a proxy, failing which the instrument may be treated as invalid.
  9. The instrument appointing a proxy must be submitted to the Company in the following manner:
    - (a) if sent personally or by post, be deposited at the office of Company's Share Registrar, B.A.C.S. Private Limited, located at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
    - (b) if submitted electronically, be submitted via email to the Company's Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com),in either case, by 2.30 p.m. on Saturday, 26 April 2025, no later than seventy-two (72) hours before the time appointed for holding the Annual General Meeting, and in default the instrument of proxy shall not be treated as valid.

**Members are strongly encouraged to submit completed proxy forms electronically via email.**

## 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 may 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 Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

## PERSONAL DATA PRIVACY

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 14 April 2025.