PROXY FORM

ABTERRA LTD.

(Incorporated in Republic of Singapore)
(Company Registration Number: 199903007C)

IMPORTANT

(i) A relevant intermediary may appoint more than two (2) proxies to attend the extraordinary general meeting ("**EGM**").

(ii) For investors who have used their Central Provident Fund ("**CPF**") monies ("**CPF Investors**") and/or monies in the Supplementary Retirement Scheme (SRS) accounts ("**SRS Investors**") to buy the Company's shares, this circular and its enclosures are forwarded to you at the request of their CPF and/or SRS Approved Nominees (as the case may be) and is sent solely FOR INFORMATION ONLY.

(iii) This Proxy Form is not valid for use by CPF Investors or SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF Investors and SRS Investors:

(a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or

(b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM.

(iv) **Please read the notes overleaf which contain instructions on, inter alia, on the appointment of a prox(ies).**

I/We _____ (name) _____ (NRIC/Passport/Company Registration No.) of _____ (address) being a member / members* of Abterra Ltd. (the "**Company**"), hereby appoint:

Name	Address	Email Address	NRIC/ Passport Number	Proportion of Shareholding	
				No. of Shares	%
and/or (delete as appropriate)					

or the chairman of the EGM,

as my/our proxy/proxies to attend and vote for me/us on my/our behalf, at the EGM of the Company to be held at Raffles Marina, 10 Tuas West Drive Chartroom Level 2 Singapore 638404 on 14 September 2023 at 8.30 a.m. and at any adjournment thereof. If no specific direction as to voting is given in respect of the resolution, the proxy/proxies* will vote or abstain from voting at his/her discretion. Where the Chairman is appointed as proxy and in the absence of specific directions as to voting is given, the appointment of the Chairman as proxy will be treated as invalid.

No.	Resolution	For*	Against*	Abstain*
1.	The Proposed Delisting			

(* Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the resolution, please indicate (X) or (√) within the "For" or "Against" box provided. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided. If you wish for your proxy to abstain from voting on the resolution, please indicate (X) or (√) within the "Abstain" box provided. Alternatively, please indicate the number of votes that your proxy is directed to abstain from voting in the "Abstain" box provided in respect of that resolution.)

Dated this ____ day of _____ 2023

_____

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

Total number of Shares held:		
(a)	Depository Register	
(b)	Register of Shareholders	

*** IMPORTANT: PLEASE READ NOTES OVERLEAF**

PROXY FORM

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 130A of the Companies Act 1967 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 the number of Shares. If you have Shares registered in your name in the Depository 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 a proxy or proxies shall be deemed to relate to all the Shares held by you.

2. A member who:

   (a) is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument; and

   (b) a member who is a relevant intermediary is entitled to appoint more than two (2) proxies, 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 instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

   "Relevant intermediary" shall have the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

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 registered office at 7 Temasek Boulevard #11-06 Suntec Tower 1 Singapore 038987; or

   (b) if submitted electronically, be submitted by way of email to corporatemgmt@abterra.com.sg,

   in each case, by 8.30 a.m. on 12 September 2023 (not less than 48 hours before the time appointed for holding the EGM).

5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies 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 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 of proxy, failing which the instrument may be treated as invalid.

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 1967 of Singapore.

8. In the case of joint holders of shares, any one of such persons may vote, but if more than one of such persons is present at the EGM, the person whose name stands first on the Register of Members or (as the case may be) in the Depository Register shall alone be entitled to vote.

9. Any alteration made to the instrument of proxy should be initialled by the person who signs it.

10. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time set for the EGM, as certified by The Central Depository (Pte) Limited to the Company.

11. The submission of an instrument or form appointing a proxy by a Shareholder of the Company does not preclude him from attending and voting in person at the EGM, if he is able to do so.

12. By submitting an instrument appointing a proxy(ies) and/or representative(s), the members accept and agrees to the personal data privacy terms set out in the Notice of EGM.