

**PROGEN HOLDINGS LTD**  
(Company Registration No. 199605118C)  
(Incorporated in the Republic of Singapore)

**PROXY FORM**

This proxy form has been made available on SGXNet and may be accessed at the URL <https://www.sgx.com/securities/company-announcements>. A printed copy of this proxy form will NOT be despatched to shareholders.

**IMPORTANT:**

1. The AGM (as defined below) 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. Printed copies of this Proxy Form will not be sent to shareholders. Instead, this Proxy Form will be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM 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 AGM in advance of the AGM, addressing of substantial and relevant questions before or at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying announcement dated 3 June 2020 (the "3 June Announcement"). The 3 June Announcement will be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Due to the current COVID-19 restriction orders in Singapore, a shareholder will not be able to attend the AGM in person. A shareholder (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such shareholder wishes to exercise his/her/its voting rights at the AGM.
4. This Proxy Form is not valid for use by CPF and SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
5. Prior to the AGM, shareholders are encouraged to email their questions via the means set out under paragraph 5(b) of the 3 June Announcement.
6. **PLEASE READ THE NOTES TO THE PROXY FORM WHICH CONTAIN INSTRUCTIONS ON, INTER ALIA, THE APPOINTMENT OF THE CHAIRMAN OF THE AGM AS A SHAREHOLDER'S PROXY TO ATTEND, SPEAK AND VOTE ON HIS/HER BEHALF AT THE AGM.**

I/We (Name), \_\_\_\_\_ (NRIC No./Fin No./Passport No./UEN No.) \_\_\_\_\_ of (Address) \_\_\_\_\_, being a shareholder/shareholders of Progen Holdings Ltd (the "Company"), hereby appoint the **Chairman of the Annual General Meeting** (the "AGM") as my/our proxy/proxies to vote for me/us on my/our behalf at the AGM of the Company to be convened and held by electronic means on Thursday, 25 June 2020 at 10:00 a.m. and at any adjournment thereof. I/We direct the Chairman of the AGM to vote for, or against, or abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as my/our proxy for that resolution will be treated as invalid.

No.	Resolutions relating to:	For <sup>^</sup>	Against <sup>^</sup>	Abstain <sup>^</sup>
<b>As Ordinary Business</b>				
1	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019			
2	Re-election of Mr. Lau Choo Yew as a Director of the Company			
3	Re-election of Dr. Tan Eng Liang as a Director of the Company			
4	Approval of Directors' fees amounting to \$167,120 for the financial year ended 31 December 2019			
5	Re-appointment of Messrs Ernst & Young LLP as the Auditors of the Company for the ensuing year and authority for Directors to fix their remuneration			
<b>As Special Business</b>				
6	Authority to issue shares			

<sup>^</sup> *Voting will be conducted by poll. If you wish the Chairman of the AGM to cast all your votes "For" or "Against" a Resolution, or to "Abstain" from a Resolution, please tick in the relevant box provided. Alternatively, please indicate the number of votes as appropriate.*

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	

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

## Notes:

1. Due to the current COVID-19 restriction orders in Singapore, a shareholder will not be able to attend the AGM in person. **A shareholder (whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM, must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.** This Proxy Form will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. In appointing the Chairman of the AGM 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, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
2. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **10:00 am on 16 June 2020**, being 7 working days before the date of the AGM.
3. The Chairman of the AGM, as proxy, need not be a shareholder of the Company.
4. A shareholder should insert the total number of shares held in the Proxy Form. If the shareholder has shares entered against his/her name in the Depository Register maintained by The Central Depository (Pte) Limited (“CDP”), he/she should insert that number of shares. If the shareholder has shares registered in his/her name in the Register of Shareholder of the Company, he/she should insert that number of shares. If the shareholder has shares entered against his/her name in the said Depository Register and registered in his/her name in the Register of Shareholder, he/she should insert the aggregate number of shares. If no number is inserted, this proxy form will be deemed to relate to all the shares held by the shareholder.
5. A shareholder who is a relevant intermediary entitled to attend the meeting and vote (whether to vote in favour of or against, or to abstain from voting) is entitled to appoint the Chairman of the AGM as proxy to attend and vote (whether to vote in favour of or against, or to abstain from voting) instead of the shareholder, but the Chairman of the AGM must be appointed to exercise the rights attached to a different share or shares held by such shareholder.

“Relevant intermediary” means:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) 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;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), 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.
6. The Proxy Form must be submitted to the Company in the following manner:
    - (a) if submitted by post, be lodged at the registered office of the Company at 28 Riverside Road, #04-01 Progen Building, Singapore 739085; or
    - (b) if submitted electronically, be received by the Company at [progen@progen.com.sg](mailto:progen@progen.com.sg),

in either case, no later than **10:00 a.m. on 23 June 2020**, being not less than 48 hours before the time appointed for holding the AGM.

A shareholder who wishes to submit the 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. In view of the Covid-19 restrictions orders in Singapore which may make it difficult for shareholders to submit completed Proxy Forms by post, shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

7. The Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, it must be executed either under its common seal or under the hand of an officer or attorney so authorised.
8. Where the Proxy Form is signed on behalf of the appointor by an attorney or a duly appointed officer, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney must (failing previous registration) be deposited with the Proxy Form, failing which the Proxy Form may be treated as invalid.

9. A corporation which is a shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the AGM and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
10. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the shareholder, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by CDP to the Company.
11. All shareholders will be bound by the outcome of the AGM regardless of whether they have attended or voted at the AGM.

**PERSONAL DATA PRIVACY:** By submitting an instrument appointing a proxy(ies) and/or representative(s), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 3 June 2020.