

# NATURAL COOL HOLDINGS LIMITED

(Company Registration No. 200509967G)  
(Incorporated in the Republic of Singapore)

## PROXY FORM

(Please see notes overleaf before completing this Form)

<b>IMPORTANT:</b>
1. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting, but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.
2. 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.

I/We\* \_\_\_\_\_ (Name) NRIC/Passport No./Co. Registration No.\* \_\_\_\_\_  
of \_\_\_\_\_ (Address)  
being a member/members\* of NATURAL COOL HOLDINGS LIMITED (the "Company") hereby appoint:

Name	NRIC/Passport No./Co. Registration No.	Proportion of shareholdings	
		No. of Shares	%
Address			

and/or\*

Name	NRIC/Passport No./Co. Registration No.	Proportion of shareholdings	
		No. of Shares	%
Address			

or failing him/her\*, the Chairman of the Meeting, as my/our\* proxy/proxies\* to vote for me/us\* on my/our\* behalf at the Annual General Meeting of the Company to be held at 11 Eunos Road 8, Level 4 (Arena Room), Singapore 408601 on Thursday, 27 April 2023 at 10.00 a.m. and at any adjournment thereof.

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

Voting will be conducted by poll. Please indicate with a tick [✓] in the "FOR", or "AGAINST" OR "ABSTAIN" box provided in respect of that resolution. Alternatively, please insert the relevant number of shares "FOR", or "AGAINST" OR "ABSTAIN" in the "FOR", or "AGAINST" OR "ABSTAIN" box provided in respect of that resolution.

No.	ORDINARY RESOLUTIONS	For	Against	Abstain
	Ordinary Business:			
1.	To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2022 and the Independent Auditor's Report thereon.			
2.	To re-elect Ms Lau Lee Hua who is retiring by rotation pursuant to Regulation 89 of the Company's Constitution as Director of the Company.			
3.	To re-elect Mr Tsng Joo Peng who is retiring by rotation pursuant to Regulation 89 of the Company's Constitution as Director of the Company.			
4.	To re-elect Mr Tran Phuoc (Lucas Tran) who is retiring by rotation pursuant to Regulation 90 of the Company's Constitution as Director of the Company.			
5.	To approve additional Directors' fees of S\$6,136 for the financial year ended 31 December 2022.			
6.	To approve Directors' fees of S\$179,875 for the financial year ending 31 December 2023 to be paid quarterly in arrears. (2022: S\$165,000)			
7.	To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.			
	<b>Special Business:</b>			
8.	Authority to allot and issue new shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual (Section B: Rules of Catalyst).			
9.	Authority to allot and issue shares under the Natural Cool Employee Share Option Scheme.			
10.	Authority to allot and issue shares under the Natural Cool Performance Share Plan.			

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

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

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

**IMPORTANT: PLEASE READ NOTES ON THE REVERSE**

**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 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 of the Company (other than a Relevant Intermediary\*), entitled to attend and vote at a meeting of the Company, is entitled to appoint one (1) or two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member (other than a Relevant Intermediary\*) appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. A Relevant Intermediary may 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 him (which number or class of shares shall be specified).
5. A member may also appoint the Chairman of the Meeting as his/her/its proxy. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy, failing which the appointment of Chairman of the Meeting as proxy for that specific resolution will be treated as invalid.
6. Subject to note 9, completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
7. The instrument appointing a proxy or proxies must be:
  - (a) if submitted by post, be deposited at the Company's Registered Office at 87 Defu Lane 10, #06-01, Singapore 539219; or
  - (b) if submitted electronically, be submitted via email to [AGM@natcool.com](mailto:AGM@natcool.com),in each case, by **10.00 a.m. on 24 April 2023**, being no later than 72 hours before the time set for the AGM. Any incomplete proxy forms will be rejected by the Company.
8. The instrument appointing a proxy or proxies must be under the hand of the appointer 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 under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
9. 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, 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. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investors**") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.

\*"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 as:

- (a) a banking corporation licensed under the Banking Act 1970 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 Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 12 April 2023.

**GENERAL**

The Company shall be entitled to reject the instrument of proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instruments contained in the instrument. The Company may also reject any instrument of proxy or proxies where the appointor is not shown to have shares in the Company entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by the Central Depository (Pte) Limited to the Company.