

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of VENTURE CORPORATION LIMITED (the “Company”) will be held by way of electronic means on **Thursday, 29 April 2021** at **10.30 a.m. (Singapore time)** for the following purposes:

AS ORDINARY BUSINESS

- Resolution 1.** To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020 (“FY 2020”) together with the Auditor’s Report thereon.
- Resolution 2.** To declare a final one-tier tax-exempt dividend of 50 cents per ordinary share for FY 2020 (FY 2019: final one-tier tax-exempt dividend of 50 cents per ordinary share).
- Resolution 3.** To re-elect the following Director, who will retire by rotation pursuant to Regulation 106 of the Constitution of the Company and who, being eligible, offers himself for re-election:
- Mr Goon Kok Loon
- Resolution 4.** To re-elect the following Director, who will retire by rotation pursuant to Regulation 106 of the Constitution of the Company and who, being eligible, offers himself for re-election:
- Mr Wong Yew Meng
- Resolution 5.** To re-elect the following Director, who will retire by rotation pursuant to Regulation 106 of the Constitution of the Company and who, being eligible, offers herself for re-election:
- Ms Kay Kuok Oon Kwong
- Resolution 6.** To re-elect the following Director, who will retire pursuant to Regulation 110 of the Constitution of the Company and who, being eligible, offers herself for re-election:
- Mrs Wong-Yeo Siew Eng
- Resolution 7.** To approve the payment of Directors’ fees of S\$863,143 for FY 2020 (FY 2019: S\$868,617).
- Resolution 8.** To re-appoint Messrs Deloitte & Touche LLP as the Company’s Auditor and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

To consider, and, if thought fit, to pass, with or without any amendments, the following resolutions as Ordinary Resolutions:

Resolution 9. Authority to allot and issue shares

That, pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (“Companies Act”) and the listing rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the Directors of the Company to:

- (A) (i) issue shares of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, awards, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,
- at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (B) notwithstanding the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 30% of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 10% of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (b) below);
- (b) subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the percentage of issued Shares shall be based on the total number of issued Shares excluding treasury shares and subsidiary holdings at the time this Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of convertible securities;
 - (ii) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares,provided further that adjustments in accordance with sub-paragraph (b)(i) or (b)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company;
- (d) in this Resolution, “subsidiary holdings” has the meaning ascribed to it in the Listing Manual of the SGX-ST; and
- (e) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which such Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

Resolution 10. That authority be and is hereby given to the Directors of the Company to:

- (a) offer and grant options pursuant to the provisions of the Venture Corporation Executives’ Share Option Scheme 2015 (the “2015 Scheme”) during the Relevant Period; and
- (b) allot and issue such number of ordinary Shares from time to time as may be required to be issued pursuant to the exercise of options granted pursuant to sub-paragraph (a) above,

provided that the maximum number of Shares to be issued in connection with options granted during the Relevant Period, **shall not exceed 0.4%** of the total number of issued Shares (excluding treasury shares) as of the date immediately before the grant of the options,

and in this Resolution, “Relevant Period” means the period from this Annual General Meeting until the earlier of (i) the conclusion of the next Annual General Meeting of the Company; and (ii) the date by which the next Annual General Meeting of the Company is required by law to be held.

Resolution 11. Renewal of the Share Purchase Mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchase(s) on the SGX-ST; and/or

- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next Annual General Meeting of the Company is held;
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the date on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

"Average Closing Price" means the average of the closing market prices of the Shares for the five (5) consecutive Market Days (as defined in the Letter to Shareholders) on which the Shares were transacted on the SGX-ST immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted in accordance with the Listing Manual of the SGX-ST for any corporate action which occurs during the relevant five-day period and the day on which the purchases are made, or in the case of off-market purchases, the date of the making of the offer pursuant to the off-market purchase;

"date of the making of the offer" means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

"Maximum Limit" means that **number of issued Shares representing 5% of the total number of issued Shares** as at the date of the passing of this Resolution (excluding subsidiary holdings and any Shares which are held as treasury shares as at that date);

"Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed:

- (i) in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an off-market purchase of a Share pursuant to an equal access scheme, 110% of the Average Closing Price of the Shares; and

"subsidiary holdings" has the meaning ascribed to it in the Listing Manual of the SGX-ST; and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

Resolution 12. Proposed Adoption of the Venture Corporation Restricted Share Plan 2021

That:

- (a) a new restricted share plan to be known as the 'Venture Corporation Restricted Share Plan 2021' (the "RSP 2021"), details of which are set out in the Letter to Shareholders, under which awards of fully paid-up Shares ("Awards"), their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and/or its subsidiaries, including executive directors of the Company and/or its subsidiaries, be and is hereby approved;

(b) the Directors of the Company be and are hereby authorised:

- (i) to establish and administer the RSP 2021;
- (ii) to modify and/or alter the RSP 2021 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the RSP 2021, and to do all such acts and to enter into all such transactions and arrangements as may be desirable, necessary or expedient in order to give full effect to the RSP 2021; and
- (iii) to grant Awards in accordance with the provisions of the RSP 2021 and pursuant to Section 161 of the Companies Act:
 - (I) to allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the vesting of Awards under the RSP 2021; and
 - (II) to allot and issue Shares pursuant to any Awards granted by the Directors in accordance with the RSP 2021 while this Resolution was in force (notwithstanding that such issue of Shares pursuant to any Awards may occur after the expiration of the authority contained in this Resolution),

provided that:

- (aa) the aggregate number of new Shares which may be issued and existing Shares which may be delivered (whether such existing Shares are to be acquired pursuant to a share purchase mandate or (to the extent permitted by law) held as treasury shares or otherwise) pursuant to Awards granted under the RSP 2021, on any date:
 - (A) when added to the number of new Shares issued and issuable and existing Shares delivered and deliverable in respect of all Awards granted under the RSP 2021, shall not exceed 3% of the total number of issued Shares (excluding treasury shares) from time to time; and
 - (B) when added to the number of new Shares issued and issuable and existing Shares delivered and deliverable in respect of (1) all Awards granted under the RSP 2021; (2) all options granted under the 2015 Scheme after the date on which the RSP 2021 is adopted by a resolution of the shareholders of the Company in general meeting (the "Adoption Date"); and (3) all Shares, options or awards granted under any other share plan of the Company then in force, shall not exceed 10% of the total number of issued Shares (excluding treasury shares) on the day preceding the relevant date of grant. For the avoidance of doubt, this sub-paragraph (B) shall exclude options or awards granted under any share plans which have expired and are no longer in force at the point of grant of an Award under the RSP 2021; and
- (bb) the aggregate number of new Shares which may be issued and existing Shares which may be delivered (whether such existing Shares are acquired pursuant to a share purchase mandate or (to the extent permitted by law) held as treasury shares or otherwise) pursuant to Awards granted under the RSP 2021 in any financial year, on any date, shall not exceed one quarter of the limit specified in sub-paragraph (b)(aa)(A) above;
- (c) subject to the same being allowed by law, to apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury shares) towards the satisfaction of Awards granted under the RSP 2021; and
- (d) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

By Order of the Board

Devika Rani Davar
Company Secretary

Singapore
7 April 2021

Explanatory Notes:

Resolution 2 Ordinary Resolution 2 is to approve the declaration of a final dividend of 50 cents per ordinary share. If approved, the total one-tier tax-exempt dividend per ordinary share for FY 2020 is 75 cents which comprises the proposed final dividend of 50 cents and the interim dividend of 25 cents paid on 18 September 2020.

Resolution 3 With effect from 1 January 2022, Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST provides that a Director will not be independent if he has been a Director for an aggregate period of more than nine years and his continued appointment as an independent Director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders, excluding shareholders who also serve as the Directors and the chief executive officer of the Company, and associates of such Directors and chief executive officer.

Mr Goon Kok Loon was last re-elected as Director of the Company on 24 April 2018 and has served as an Independent Director for more than nine years. Mr Goon Kok Loon is currently Chairman of the Audit Committee, and a member of the Remuneration Committee and Investment Committee.

The profile and experience of Mr Goon Kok Loon can be found on page 16 of the Company's Annual Report 2020.

In view of the upcoming amendments to the Listing Manual of the SGX-ST, the Board and the Nominating Committee have determined that Mr Goon Kok Loon will, upon re-election as a Director of the Company, be re-designated as a Non-Independent Non-Executive Director*.

Resolution 4 With effect from 1 January 2022, Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST provides that a Director will not be independent if he has been a Director for an aggregate period of more than nine years and his continued appointment as an independent Director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders, excluding shareholders who also serve as the Directors and the chief executive officer of the Company, and associates of such Directors and chief executive officer.

Mr Wong Yew Meng was last re-elected as Director of the Company on 24 April 2018 and has served as an Independent Director for more than nine years. Mr Wong Yew Meng is currently a member of the Audit Committee, Nominating Committee and Remuneration Committee.

The profile and experience of Mr Wong Yew Meng can be found on page 17 of the Company's Annual Report 2020.

In view of the upcoming amendments to the Listing Manual of the SGX-ST, the Board and the Nominating Committee have determined that Mr Wong Yew Meng will, upon re-election as a Director of the Company, be re-designated as a Non-Independent Non-Executive Director*.

Resolution 5 Ms Kay Kuok Oon Kwong was last re-elected as Director of the Company on 24 April 2018. Ms Kay Kuok Oon Kwong is considered by the Board of Directors to be an Independent Non-Executive Director for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Ms Kay Kuok Oon Kwong is currently Chairman of the Nominating Committee and a member of the Remuneration Committee.

The profile and experience of Ms Kay Kuok Oon Kwong can be found on page 18 of the Company's Annual Report 2020.

Resolution 6 Mrs Wong-Yeo Siew Eng was appointed as Director of the Company with effect from 16 October 2020. Mrs Wong-Yeo Siew Eng is considered by the Board of Directors to be an Independent Non-Executive Director for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

The profile and experience of Mrs Wong-Yeo Siew Eng can be found on page 19 of the Company's Annual Report 2020.

*** Upon such re-election and re-designation, the Board and the Nominating Committee will, guided by the criteria in the Listing Manual of the SGX-ST and the Code of Corporate Governance (the "Code"), review the composition of the Audit Committee, Remuneration Committee and Nominating Committee, so as to ensure that the composition of such committees complies with the requirements of the Listing Manual and the Code. An announcement will be made at the appropriate time.**

Resolution 7 Ordinary Resolution 7 is to approve the payment of Directors' fees of S\$863,143 for FY 2020 (FY 2019: S\$868,617), for services rendered by the Non-Executive Directors on the Board as well as the Board Committees, i.e. the Audit Committee, the Nominating Committee, the Remuneration Committee and the Investment Committee. The difference of \$5,474 between the Directors' fees for FY 2020 and FY 2019 is due to the difference between the fee paid to Mr Cecil Vivian Richard Wong, who had retired as a Director on 24 April 2019, and the fees paid to the Directors who were recently appointed to the Board and Board Committees.

The last revision in the Directors' fee structure was in FY 2017. For FY 2020, management conducted a review of the remuneration framework for Directors based on benchmarking exercises and market research on listed companies of comparable size, complexities of operation, global presence and industry but did not recommend a revision to the Directors' fee structure. The Remuneration Committee endorsed management's proposal on the Directors' fee structure.

There is no scheme or arrangement for payment of Directors' fees in the form of equity.

Resolution 9 Ordinary Resolution 9, if passed, will authorise the Directors from the date of the above Annual General Meeting until the date of the next Annual General Meeting or the date by which such Annual General Meeting of the Company is required by law to be held, whichever is the earlier (unless varied or revoked by the Company in general meeting), to allot and issue Shares and/or make or grant offers, awards, agreements or options in the Company that might or would require Shares to be issued up to an aggregate of not more than 30% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) ("30% Limit"), of which up to 10% may be issued other than on a *pro rata* basis to shareholders.

The Listing Manual of the SGX-ST enables the Company to seek a general mandate to permit its Directors to issue Shares up to an aggregate of not more than 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) if made on a *pro rata* basis to shareholders. Further, the Singapore Exchange Regulation has effective from 8 April 2020 provisionally enabled Mainboard issuers to seek a general mandate for an issue of *pro rata* shares of up to 100% of an issuer's issued share capital (excluding treasury shares and subsidiary holdings), subject to certain conditions being met (the "Enhanced Share Issue Limit"). The Enhanced Share Issue Limit will be in force up to 31 December 2021. The Company however, is only seeking a mandate to issue up to the 30% Limit. The Company is also only seeking the general mandate for a sub-limit of 10% for the issue of Shares other than on a *pro rata* basis to shareholders instead of the 20% permitted under the Listing Manual of the SGX-ST. The Company believes that the lower limit sought for the issue of Shares made other than on a *pro rata* basis to shareholders is adequate for the time being and will review this limit annually.

- Resolution 10** Ordinary Resolution 10, if passed, will authorise the Directors from the date of the above Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law to be held ("Relevant Period"), whichever is the earlier, to grant options under the 2015 Scheme pursuant to 2015 Grant No. 7, and allot and issue Shares pursuant to the exercise of such options granted under 2015 Grant No. 7. The Resolution sets out the limit that the aggregate number of Shares to be issued pursuant to options granted under 2015 Grant No. 7 during the Relevant Period shall not exceed 0.4% of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time. For more details on the 2015 Scheme, please refer to pages 98 to 100 of the Company's Annual Report 2020.
- Resolution 11** Ordinary Resolution 11, if passed, will renew the mandate to permit the Company to purchase or otherwise acquire Shares on the terms and subject to the conditions of the Resolution.
- The Company may use internal sources of funds, external borrowings or a combination of internal resources and external borrowings to finance the purchases or acquisitions of its Shares. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice of Annual General Meeting as these will depend on, *inter alia*, the aggregate number of Shares purchased or acquired and the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are cancelled or held in treasury.
- The financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed Share Purchase Mandate are based on the audited financial statements of the Group (as defined in the Letter to Shareholders) for FY 2020 and the assumptions set out in paragraph 2.7 of the Letter to Shareholders. Please refer to the Letter to Shareholders dated 7 April 2021 for more details.
- The Company is seeking a lower "Maximum Limit" of 5% of the total number of issued Shares, which is lower than the 10% limit allowed under the Listing Manual of the SGX-ST.
- Resolution 12** Ordinary Resolution 12, if passed, will approve the adoption of the RSP 2021. This new RSP 2021 is intended to replace the Venture Corporation Restricted Share Plan which is due to expire on 27 April 2021. The RSP 2021 has substantially the same terms as the Venture Corporation Restricted Share Plan, save for the reduction in the overall limit of the aggregate number of new Shares which may be issued and existing Shares which may be delivered from 15% to 10% as explained in sub-paragraph (B) below, amendments to take into account the changes to relevant legislation and the Listing Manual of the SGX-ST and changes to streamline and rationalise certain other provisions.
- If passed, Ordinary Resolution 12 will empower the Directors to grant Awards under the RSP 2021, and to issue fully paid-up Shares pursuant to the vesting of Awards under the RSP 2021, provided that:
- (aa) the aggregate number of new Shares which may be issued and existing Shares which may be delivered (whether such existing Shares are to be acquired pursuant to a share purchase mandate or (to the extent permitted by law) held as treasury shares or otherwise) pursuant to Awards granted under the RSP 2021, on any date:
 - (A) when added to the number of new Shares issued and issuable and existing Shares delivered and deliverable in respect of all Awards granted under the RSP 2021, shall not exceed 3% of the total number of issued Shares (excluding treasury shares) from time to time; and
 - (B) when added to the number of new Shares issued and issuable and existing Shares delivered and deliverable in respect of:
 - (1) all Awards granted under the RSP 2021;
 - (2) all options granted under the 2015 Scheme after the Adoption Date; and
 - (3) all Shares, options or awards granted under any other share plan of the Company then in force,
 shall not exceed 10% of the total number of issued Shares (excluding treasury shares) on the day preceding the relevant date of grant.
- For the avoidance of doubt, sub-paragraph (B) shall exclude options or awards granted under any share plans which have expired and are no longer in force at the point of grant of an Award under the RSP 2021; and
- (bb) the aggregate number of new Shares which may be issued and existing Shares which may be delivered (whether such existing Shares are acquired pursuant to a share purchase mandate or (to the extent permitted by law) held as treasury shares or otherwise) pursuant to Awards granted under the RSP 2021 in any financial year, on any date, shall not exceed one quarter of the limit specified in sub-paragraph (aa)(A) above.
- Any Shareholder who is eligible to participate in the RSP 2021 is reminded to abstain from voting his/her Shares in respect of Ordinary Resolution 12. The Company will disregard any votes cast by such Shareholder.

Notes:

- 1 The Annual General Meeting 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 Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at the URL <http://venture.listedcompany.com/ar.html>. This Notice will also 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 Annual General Meeting 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 Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at or before the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Company's announcement dated 7 April 2021. This announcement may be accessed at the Company's website at the URL <http://venture.listedcompany.com/ar.html>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- 3 **Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** The accompanying proxy form for the Annual General Meeting may be accessed at the Company's website at the URL <http://venture.listedcompany.com/ar.html>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting 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 Meeting as proxy for that resolution will be treated as invalid.

CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 19 April 2021.

- 4 The Chairman of the Meeting, as proxy, need not be a member of the Company.
- 5 The instrument appointing the Chairman of the Meeting as proxy 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,in either case, at least 72 hours before the time for holding the Annual General Meeting.

A member who wishes to submit an instrument of proxy 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.

Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.

- 6 The Annual Report for FY 2020 (and updated shareholding statistics as at 9 March 2021) and the Letter to Shareholders dated 7 April 2021 in relation to the proposed renewal of the share purchase mandate and the adoption of the Venture Corporation Restricted Share Plan 2021 have been published on the Company's website, and may be accessed at the URL <http://venture.listedcompany.com/ar.html>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- 7 A member may request for a printed copy of the abovementioned Annual Report and Letter to Shareholders by completing the Request Form which has been sent to the members via post.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

VENTURE CORPORATION LIMITED

(Incorporated in Singapore)

(Co. Reg. No: 198402886H)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. The Annual General Meeting 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 the Notice of Annual General Meeting will not be sent to members. Instead, the Notice of Annual General Meeting will be sent to members by electronic means via publication on the Company's website at the URL <http://venture.listedcompany.com/ar.html>. The Notice of Annual General Meeting will also 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 Annual General Meeting 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 Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at or before the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Company's announcement dated 7 April 2021. This announcement may be accessed at the Company's website at the URL <http://venture.listedcompany.com/ar.html>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.**
4. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 19 April 2021.
5. 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 7 April 2021.
6. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting.**

*I/We, _____ (Name) _____ (NRIC/Passport/Co Reg No)

of _____ (Address)

being *a member/members of Venture Corporation Limited (the "Company"), hereby appoint the Chairman of the Meeting as *my/our proxy to attend, speak and vote for *me/us on *my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held by way of electronic means on **Thursday, 29 April 2021 at 10.30 a.m.** and at any adjournment thereof. *I/We direct *my/our proxy to vote for or against, or to abstain from the resolutions to be proposed at the Meeting as indicated hereunder.

No.	Resolutions relating to:	No. of Votes		
		For [#]	Against [#]	Abstain [#]
1	Directors' Statement and Audited Financial Statements for the year ended 31 December 2020 and the Auditor's Report thereon			
2	Payment of proposed final one-tier tax-exempt dividend			
3	Re-election of Mr Goon Kok Loon as a Director			
4	Re-election of Mr Wong Yew Meng as a Director			
5	Re-election of Ms Kay Kuok Oon Kwong as a Director			
6	Re-election of Mrs Wong-Yeo Siew Eng as a Director			
7	Approval of Directors' fees amounting to S\$863,143			
8	Re-appointment of Deloitte & Touche LLP as Auditor			
9	Authority to allot and issue shares			
10	Authority to offer and grant options and to allot and issue shares pursuant to the exercise of options granted not exceeding 0.4% of the total number of issued shares			
11	Renewal of the Share Purchase Mandate			
12	Proposed Adoption of the Venture Corporation Restricted Share Plan 2021			

* Delete as appropriate

Voting will be conducted by poll. If you wish to exercise all your votes "For", "Against", or to "Abstain" from the relevant resolution, please tick (✓) within the relevant box provided. Alternatively, please indicate the number of votes "For", "Against" and/or to "Abstain" in the relevant boxes provided. **In the absence of specific voting instructions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

Dated this _____ day of _____ 2021

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. **Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** This proxy form may be accessed at the Company's website at the URL <http://venture.listedcompany.com/ar.html>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
Where a member (whether individual or corporate) appoints the Chairman of the Meeting 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 Meeting as proxy for that resolution will be treated as invalid.
CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 19 April 2021.
3. The Chairman of the Meeting, as proxy, need not be a member of the Company.

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.

Second fold

4. The instrument appointing the Chairman of the Meeting as proxy 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, in either case, at least 72 hours before the time for holding the Annual General Meeting.A member who wishes to submit an instrument of proxy 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.
Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.
5. The instrument appointing the Chairman of the Meeting as proxy must, if submitted by post or via email, be under the hand of the appointer or of his attorney duly authorised in writing or, where it is executed by a corporation, be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing the Chairman of the Meeting as 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), if the instrument appointing the Chairman of the Meeting as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.
6. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing the Chairman of the Meeting as proxy (including any related attachment). In addition, in the case of members whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if such members are not shown to have Shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting as certified by CDP to the Company.

Third fold

Apply glue here



NOTICE OF RECORD DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Venture Corporation Limited ("the Company") will be closed from 5.00 p.m. on **11 May 2021** to **12 May 2021** (both dates inclusive) for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902 up to 5.00 p.m. on 11 May 2021 will be registered to determine shareholders' entitlements to the said dividend. Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares in the capital of the Company as at 5.00 p.m. on 11 May 2021 will be entitled to the proposed dividend.

Payment of the dividend, if approved by the shareholders at the Annual General Meeting to be held on 29 April 2021, will be made on 25 May 2021.

By Order of the Board

Devika Rani Davar
Company Secretary

Singapore
7 April 2021