

**ANNUAL GENERAL MEETING – DEPOSITOR PROXY 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: <https://www.azeus.com/category/announcements>. The Notice of Annual General Meeting will also be made available on SGXNET at the URL: <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM, are set out in the Notice of AGM dated 22 July 2020 ("Notice") which has been uploaded on SGXNET on the same day. The Notice may also be accessed at the Company's corporate website at the URL: <https://www.azeus.com/category/announcements>.
3. If a member of the Company will not be able to attend the AGM in person via the alternative arrangement as provided by the Company as stated in the Notice and the member of the Company (whether individual or corporate and including a Relevant Intermediary\*) wishes to exercise his/her/its voting rights at the AGM, he/she/it 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. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate and including a Relevant Intermediary\*) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. Investors (including CPF/SRS investors) should not make use of the Proxy Form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank / SRS Operator at least seven working days before the AGM (i.e. by 4 August 2020) to ensure that their votes are submitted.
5. By submitting an instrument appointing the Chairman of the AGM as proxy, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 22 July 2020.

We, The Central Depository (Pte) Limited, being a Member of Azeus Systems Holdings Ltd. ("the Company"), pursuant to a proxy form lodged or to be lodged by us with the Company (the "CDP Proxy Form"), have appointed, or will be appointing the person(s) whose name(s) and particulars are set out in Part I below (the "Depositor(s)"), in respect of such number of shares (the "Depositor(s) Shares") set out against his/her/its name in the Depository Register maintained by CDP as at Tuesday, 11 August 2020 (the "Cut Off Date"), as our proxy to vote for us on our behalf at the Annual General Meeting of the Company to be convened and held by way of electronic means on Thursday, 13 August 2020 at 10:00 a.m. and at any adjournment thereof (the "Annual General Meeting").

I.

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**OR, in the event the Company receives this Depositor Proxy Form which is:**

- (i) duly completed and signed/executed by the Depositor(s) (in Part V below); and
- (ii) submitted by the requisite time and date, and to the requisite office as indicated below,

we hereby appoint the person(s) ("Appointee(s)") whose details are given in Part II(a) and (b), provided that such details have been verified in Part V by the affixing of the seal or signature of or on behalf of the persons named in Part I, and on the basis that such person or persons are authorised to vote in respect of the proportion of the shareholding referred to in Part II or if no proportions are so reflected, in respect of the whole of the said shareholding:

II.	Name	Address	NRIC/ Passport Number	Proportion of Shareholdings %
(a)				

**and/or (delete as appropriate)**

(b)				
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or failing the above persons, we hereby appoint the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting.

We direct my/our Appointee(s) or proxy (as the case may be) to vote for or against or abstain from voting on the resolutions to be proposed at the Annual General Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Annual General Meeting and at any adjournment thereof, the Appointee(s) or the proxy (as the case may be) may vote or abstain from voting at his/her/their discretion. We further hereby authorise and direct the Company to accept this Depositor Proxy Form(s) in respect of the Depositor(s) Shares.

- III. (If you wish your proxy to cast all your votes "For" or "Against" a resolution, please indicate with an "X" in the "For" or "Against" box provided. Alternatively, please indicate the number of votes as appropriate. If you wish your proxy to abstain from voting on a resolution, please indicate with an "X" in the "Abstain" box provided. Alternatively, please indicate the number of shares that your proxy is directed to abstain from voting.)

No.	Resolutions relating to:	For	Against	Abstain
<b>Ordinary Business</b>				
1	To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2020, together with the Directors' Statement and the Auditor's Report thereon.			
2	To declare a first and final dividend of 21.0 HK cents per share for the financial year ended 31 March 2020.			

3	To approve the payment of Directors' Fees of S\$78,000 for the financial year ended 31 March 2020.			
4	To re-elect Mr Lee Wan Lik as Director of the Company.			
5	To re-elect Mr Koji Miura as Director of the Company.			
6	To re-elect Mr Stephen Ho Chi Ming as Director of the Company.			
7	To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors and to authorize the Directors to fix their remuneration.			
<b>Special Business</b>				
8	To grant the Directors the authority to allot and issue shares.			
9	To adopt the amendments to the Company's bye-laws.			

Dated this        day of        2020

IV. The Central Depository (Pte) Limited



\_\_\_\_\_  
Signature of Director

TO BE COMPLETED BY DEPOSITOR(S) IF HE/SHE/IT WISHES TO NOMINATE THE CHAIRMAN AS PROXY UNDER PART II

V. For Individuals:  _____ Signature of Direct Account Holder	For Corporations:  _____ Signature of Director      _____ Signature of Director/Secretary      _____ Common Seal
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**IMPORTANT: PLEASE READ NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS DEPOSITOR PROXY FORM**

**IMPORTANT:** - PLEASE READ NOTES BELOW

**Notes:**

- Part II
- 1) In accordance with the alternative arrangements under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, members of the Company who wish to appoint a proxy and have their votes cast at the Annual General Meeting must appoint the Chairman of the Annual General Meeting as their proxy to do so.

A Depositor who is a natural person need not submit this Depositor Proxy Form if he is attending the Annual General Meeting in person. If a Depositor who is a natural person is unable to attend the Annual General Meeting in person, he/she must appoint the Chairman of the Annual General Meeting as his/her proxy by completing and submitting this Depositor Proxy Form.

A Depositor who is a corporation may nominate not more than two Appointees, who shall be natural persons, to attend and vote in his/her/its place as proxy for CDP in respect of the number of the Depositor(s) Shares by completing Part II(a) and/or (b). Where a Depositor(s) is a corporation and wishes to be represented at the Annual General Meeting, it must nominate an Appointee/Appointees to attend and vote as proxy for CDP at the Annual General Meeting in respect of the number of the Depositor(s) Shares or, failing which, the Chairman of the Annual General Meeting shall be appointed as proxy to vote on behalf of CDP in the manner indicated in Part III in respect of such number of the Depositor(s) Shares.

- 2) A Depositor(s) who wishes to nominate more than one Appointee must specify the proportion of the number of the Depositor(s) Shares (expressed as a percentage of the whole) to be represented by each Appointee. If no proportion of the number of the Depositor(s) Shares is specified, the Appointee whose name appears first shall be deemed to carry 100 per cent of the number of the Depositor(s) Shares of his/her appointer and the Appointee whose name appears second shall be deemed to be nominated in the alternate.

- Part III
- Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be for or against, or to abstain from voting on, the resolutions as set out in the Notice of Annual General Meeting. In the absence of specific directions, the proxy will vote or abstain as he/she may think fit, as he/she will on any other matter arising at the meeting.

- Part V
- 1) This Depositor Proxy Form, duly completed, must be deposited by the Depositor(s) (i) via electronic mail to our Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com) (e.g. a clear scanned signed form in PDF), or (ii) via the pre-registration website URL: <https://agm.conveneagm.com/azeusagm2020>, and **submitted not less than 48 hours before the time set for the meeting.**
  - 2) If a Depositor(s) wishes to nominate an Appointee/Appointees, or the Chairman of the meeting as his/her/its proxy, this Depositor Proxy Form must be signed by the Depositor(s) or his/her/its attorney duly authorised in writing. In the case of Joint Depositor(s), all Joint Depositor(s) must sign this Depositor Proxy Form. If the Depositor(s) is a corporation, this Depositor(s) Proxy Form must be executed under its common seal or under the hand of its officer, attorney or other person authorised to sign the same. The power of attorney appointing the attorney or other authority, if any, under which this Depositor Proxy Form is signed, or a notarised/duly certified copy thereof, must be attached to this Depositor Proxy Form.

**GENERAL:**

The Company shall be entitled to reject any Depositor Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the Depositor(s) are not ascertainable from the instructions of the Depositor(s) specified on any Depositor Proxy Form. It is the Depositor(s)' responsibility to ensure that this Depositor Proxy Form is properly completed. Any decision to reject this Depositor Proxy Form on the grounds that it is incomplete, improperly completed or illegible will be final and binding and neither the Company, CDP nor Boardroom Corporate & Advisory Services Pte. Ltd. accepts any responsibility for the consequences of such a decision. Completion and return of this Depositor Proxy Form by a Depositor will not prevent him/her/it from attending and voting in person at the Meeting as proxy of CDP if he/she/it subsequently wishes to do so.

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Direct Account Holder or Depository Agent accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 22 July 2020.