

**MEGROUP LTD**

(Company Registration No.: 201804996H)  
 (Incorporated in the Republic of Singapore)

**PROXY FORM**

(Please see notes overleaf before completing this Form)

**IMPORTANT:**

- Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Annual General Meeting are set out in the Company's announcement dated 8 September 2020 entitled "Annual General Meeting" which has been uploaded together with the Notice of Annual General Meeting ("**AGM**") dated 8 September 2020 on SGXNet on the same day. This announcement may also be accessed at the <https://www.sgx.com/securities/company-announcements>.
- A member will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) 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.
- For investors who have used their CPF monies to buy the Company's shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or is purported to be used by them. CPF/SRS Investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.
- By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 8 September 2020.
- Please read the notes to the Proxy Form.

I/We \_\_\_\_\_

(NRIC/Passport/Co. reg. No) \_\_\_\_\_

Of \_\_\_\_\_

being a member/members of MeGroup Ltd. (the "**Company**"), hereby appoint:

The Chairman of the Meeting

as my/our proxy/proxies\* to vote for me/us\* on my/our\* behalf at the Annual General Meeting ("**AGM**") of the Company to be held by way of electronic means on Wednesday, 23 September 2020 at 10.00 a.m. and at any adjournment thereof.

(Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes for or against a resolution to be proposed at the AGM, please indicate with a "✓" in the space provided under "**For**" or "**Against**". If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution to be proposed at the AGM, please indicate with a "✓" in the space provided under "**Abstained**". Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to vote "**For**" or "**Against**" or "**Abstained**". In the absence of specific directions, the appointment of the Chairman of the Meeting as your proxy will be treated as invalid.)

NO.	ORDINARY RESOLUTIONS	NO. OF VOTES FOR <sup>(1)</sup>	NO. OF VOTES AGAINST <sup>(1)</sup>	NO. OF VOTES ABSTAIN <sup>(1)</sup>
1.	Directors' Statement and Audited Financial Statements for the year ended 31 March 2020			
2.	Re-election of Mr. Benjamin Choo Chih Chien as a Director			
3.	Re-election of Mr. Edmund Lai Sou Wei as a Director			
4.	Approval of Directors' fees of S\$115,000/- for the financial year ended 31 March 2020			
5.	Re-appointment of Nexia TS Public Accounting Corporation as the Independent Auditor of the Company			
6.	Authority to allot and issue shares			
7.	Authority to allot and issue Shares under the MeGroup Employee Share Option Scheme			
8.	Authority to allot and issue Shares under the MeGroup Performance Share Plan			
9.	Renewal of Share Buyback Mandate			

<sup>(1)</sup> If you wish to exercise all your votes "For", "Against" or "Abstained", please tick within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020.

TOTAL NUMBER OF SHARES IN:	NO. OF SHARES
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
 Signature of Shareholder(s) or, Common Seal of Corporate Shareholder

\* Delete where inapplicable

**Notes:**

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Annual General Meeting are set out in the Company's announcement dated 8 September 2020 entitled "Annual General Meeting" which has been uploaded together with this Notice of Annual General Meeting on SGXNet on the same day. This announcement may also be accessed at <https://www.sgx.com/securities/company-announcements>.

In particular, the Annual General Meeting will be held by way of electronic means and a member will be able to watch/listen to the proceedings of the Annual General Meeting through a "live audio-visual" webcast via his/her/its mobile phones, tablets or computers. In order to do so, a member who wishes to watch the "live" webcast or listen to the "live" audio feed must pre-register by 10.00 a.m. on 20 September 2020, at <https://bit.ly/MEGROU2020AGM>. Following authentication of his/her/its status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the Annual General Meeting by 22 September 2020.

Members and investors holding Shares through the Central Provident Fund ("CPF") or Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors") who wish to follow the proceedings must pre-register at <https://bit.ly/MEGROU2020AGM> by 10.00a.m. on 20 September 2020.

Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) ("Investors") (other than CPF/SRS investors) will not be able to pre-register for the "live audio-visual" broadcast of the AGM. An Investor (other than CPF/SRS investors) who wish to participate in the "live" broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible but not less than 7 working days before the AGM, i.e. by 10.00 a.m. on 14 September 2020 in order for the relevant intermediary to make the necessary arrangements to pre-register.

A member who pre-registers to watch the "live audio-visual" webcast or listen to the "live" audio feed may also submit questions related to the resolutions to be tabled for approval at the Annual General Meeting. To do so, all questions must be submitted by 10.00 a.m. on 20 September 2020:

- (a) via the following email address at [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com), with your full name, number of shares held and manner in which you hold shares (via CDP, CPF or SRS); or
  - (b) in hard copy by sending personally or by post and lodging the same at the Company's registered office at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.
2. A member will not be able to attend the Annual General Meeting in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Annual General Meeting, he/she/it 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. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) 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.
  3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
  4. The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:
    - (a) if sent personally or by post, be lodged at the Company's registered office at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
    - (b) if submitted by email, be received by the Company at [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com)

in either case, by no later than 10.00 a.m. on 20 September 2020, and in default the instrument of proxy shall not be treated as valid.

5. The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
6. In the case of a member whose Shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if such member, 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 The Central Depository (Pte) Limited to the Company.
7. CPF/SRS investors should be informed that if they wish to vote, they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM, i.e. by 10.00 a.m. on 14 September 2020. Investors who have deposited their shares into a nominee account should also approach their depository agent and relevant intermediaries at least 7 working days, i.e. by 10.00 a.m., 14 September 2020 before the AGM if they wish to vote. Proxy forms appointing such person other than the Chairman of the Meeting shall be deemed to appoint the Chairman of the Meeting as proxy.

**Personal Data Privacy:**

By submitting an instrument appointing the Chairman of the meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 8 September 2020.

**General:**

The Company shall be entitled to reject the instrument appointing the Chairman as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged 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 appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.