



Jardine Cycle & Carriage Limited

(Incorporated in the Republic of Singapore)
Company Registration No.: 196900092R

Annual General Meeting

Proxy Form

IMPORTANT:

1. The Annual General Meeting (“AGM”) is being convened, and will be held, by way of 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 AGM dated 29 March 2021 (“**Notice of AGM**”) will not be sent to members. Instead, the Notice of AGM will be sent to members solely by electronic means via publication on the ‘AGM 2021’ page under the ‘Investors’ section on the Company’s website at the URL <https://www.jcclgroup.com/>, and via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. **Due to the current Covid-19 situation in Singapore, a member will not be able to attend the AGM 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 AGM if such member wishes to exercise his/her/its voting rights at the AGM.**
3. Alternative arrangements relating to (a) 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), (b) submission of questions to the Chairman of the Meeting in advance of the AGM, and addressing of substantial and relevant questions prior to or at the AGM, and (c) voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in notes 4, 5 and 6 of the Notice of AGM.
4. For CPF/SRS investors who have used their CPF/SRS monies to buy **Jardine Cycle & Carriage Limited** shares, this AGM Proxy Form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators to submit their votes by 5.00 p.m. on 16 April 2021 if they wish to appoint the Chairman of the Meeting as proxy.
5. **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 AGM.**

Personal Data Privacy: By submitting a proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 29 March 2021.

I/We _____ (NRIC/Passport/UEN No.(s)) _____

of _____

being a member/members of Jardine Cycle & Carriage Limited (the “**Company**”) hereby appoint the **Chairman of the Meeting** as my/our proxy, to attend, speak and to vote for me/us and on my/our behalf at the 52nd Annual General Meeting of the Company to be convened and held by way of electronic means on **Tuesday, 27 April 2021 at 11.30 a.m. (Singapore time)** and at any adjournment thereof, in the manner indicated below.

(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, please indicate with an “X” in the “For” or “Against” box provided in respect of that resolution. Alternatively, please indicate the number of votes “For” or “Against” in the “For” or “Against” box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with an “X” in the “Abstain” box provided in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the “Abstain” box provided in respect of that resolution. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.)

Ordinary Business	For	Against	Abstain
1. Adoption of Audited Financial Statements, Directors’ Statement and Auditors’ Report			
2. Declaration of Final Dividend			
3. Approval of Directors’ Fees for the year ending 31 December 2021			
4. Re-election of the following Directors retiring pursuant to article 94:			
a. Mrs Lim Hwee Hua			
b. Mr Benjamin Keswick			
c. Mr Stephen Gore			
5. Re-election of Ms Tan Yen Yen, a Director retiring pursuant to article 100			
6. Re-appointment of PricewaterhouseCoopers LLP as Auditors			
Special Business	For	Against	Abstain
7. A. Renewal of the Share Issue Mandate			
B. Renewal of the Share Purchase Mandate			
C. Renewal of the General Mandate for Interested Person Transactions			
8. A. “Tier-1” approval for Mrs Lim Hwee Hua as an Independent Director			
B. “Tier-2” approval for Mrs Lim Hwee Hua as an Independent Director			

Dated this day of2021.

Total number of shares held

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Signature(s) of Member(s) or Common Seal

Important: Please Read Notes Below

Notes:

- Due to the current Covid-19 situation in Singapore, 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, the member must:
 - use this AGM proxy form ("**AGM Proxy Form**") to appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM;
 - give specific instructions as to voting, or abstention from voting, in respect of a resolution in this AGM Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid; and
 - submit this AGM Proxy Form to the Company by post or by email or through the Company's Annual General Meeting website (see details below), at least 72 hours before the time for holding the AGM, i.e., by 11.30 a.m. on 24 April 2021.
- This AGM Proxy Form can be downloaded from any of the following locations:
 - the Company's Annual General Meeting website at the URL <https://online.meetings.vision/jccl-agm-registration>;
 - the SGX website at the URL <https://www.sgx.com/securities/company-announcements>; or
 - the 'AGM 2021' page under the 'Investors' section on the Company's website at the URL <https://www.jcclgroup.com/>.

Printed copies of this AGM Proxy Form will not be sent to members.

- A member should insert the total number of shares held. If the member has shares entered against his/her/its name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the Depository Register and shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this AGM Proxy Form appointing the Chairman of the Meeting as proxy shall be deemed to relate to all the shares held by the member.
- This AGM Proxy Form appointing the Chairman of the Meeting as proxy must be submitted to the Company in either of the following manners:
 - 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
 - if submitted electronically, be submitted via (A) email to the Company's Share Registrar at GPD@mncsingapore.com; or (B) the Company's Annual General Meeting website at the URL <https://online.meetings.vision/jccl-agm-registration>.

A member who wishes to submit this AGM Proxy Form must complete and sign this form, before submitting it by post to the address provided above or sending it by email (e.g., enclosing a completed and signed PDF copy of this form) to the email address provided above or uploading a completed and signed PDF copy of the form at the Company's Annual General Meeting website at the URL provided above.

Due to the current Covid-19 situation in Singapore, members are strongly encouraged to submit completed AGM Proxy Forms electronically via email or through the Company's Annual General Meeting website.

- This AGM Proxy Form appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where this form is executed by a corporation, it must be executed either under its seal or under the hand of its officer or attorney duly authorised. Where this form appointing the Chairman of the Meeting as proxy is signed on behalf of the appointor by an attorney, the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof must (failing previous registration with the Company) if this form appointing the Chairman of the Meeting is submitted by post, be lodged with this form, or if this form appointing the Chairman of the Meeting as proxy is submitted electronically via email or through the Company's Annual General Meeting website, be emailed or uploaded with this form, failing which this form may be treated as invalid.
- The Chairman of the Meeting, as proxy, need not be a member of the Company.
- For CPF/SRS investors who have used their CPF/SRS monies to buy the Company's shares, this AGM Proxy Form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators to submit their votes by 5.00 p.m. on 16 April 2021 if they wish to appoint the Chairman of the Meeting as proxy. For investors who hold the Company's shares via a securities sub-account with a Depository Agent ("**DA**") (being a relevant intermediary as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) and wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, they should contact their respective DAs as soon as possible in order for the necessary arrangements to be made by their DAs for such appointment.
- Any reference to a time of day is made by reference to Singapore time.

General

The Company shall be entitled to reject the proxy form appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any proxy form appointing or treated as appointing the Chairman of the Meeting as proxy lodged if the member, being the appointor, is not shown to have shares entered against his/her/its 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.