

**V2Y CORPORATION LTD.**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 201717972D)

**PROXY FORM  
ANNUAL GENERAL MEETING**

A printed copy of this proxy form will **NOT** be despatched to members of the Company

1. The AGM 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 and this proxy form will not be sent to members.** Instead, the Notice of AGM and this proxy form will be sent to members by electronic means via publication on the Company's website via the following link: [http://www.v2y.si/investor\\_relations](http://www.v2y.si/investor_relations) and the SGXNet.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Notice of AGM and the accompanying Company's announcement dated 7 April 2021. This announcement may be accessed at the Company's website via the following link: [http://www.v2y.si/investor\\_relations](http://www.v2y.si/investor_relations) and the SGXNet.
3. In view of the current COVID-19 situation and the advisories issued by the relevant authorities as well as the related safe distancing measures in Singapore, members and investors will not be able to attend the AGM in person. Members and investors will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) who wishes to vote 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 if such member wishes to exercise his/her/its voting rights at the AGM. In appointing the Chairman of the AGM as proxy, a member must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the proxy form, failing which the appointment for that resolution will be treated as invalid.
4. This proxy form is not valid for use by investors holding shares in the Company ("Shares") through Relevant Intermediaries (as defined in Section 181 of the Companies Act (Chapter 50)) ("Investors") (including investors holding Shares through Supplementary Retirement Scheme ("SRS Investors")) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her Relevant Intermediary as soon as possible to specify voting instructions. A SRS Investor who wishes to vote should approach his/her SRS Operator at least 7 working days before the date of the AGM to submit his/her vote.
5. Personal Data Privacy: By submitting this proxy form, a member of the Company accepts and agrees to the personal data terms set out in the Notice of AGM dated 7 April 2021.
6. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM.

I/We\* \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Company Registration Number\*)  
of \_\_\_\_\_ (Address)

being a member/members\* of V2Y Corporation Ltd. ("the **Company**"), hereby appoint the Chairman of the Annual General Meeting ("**AGM**"), as my/our\* proxy to vote for me/us\* on my/our\* behalf at the AGM to be held by way of electronic means on Thursday, 22 April 2021 at 2.00 p.m. and at any adjournment thereof.

I/We\* direct my/our\* proxy to vote for or against, or to abstain from voting the resolutions proposed at the AGM as indicated hereunder. **If no specific direction as to voting is given, the appointment of proxy for that resolution will be treated as invalid at the AGM and at any adjournment thereof.**

**NOTE: The Chairman of the AGM will be exercising his right under Regulation 81(2) of the Constitution of the Company to demand a poll in respect of the resolutions to be put to the vote at the AGM and at any adjournment thereof. Accordingly, the resolutions at the AGM will be voted on by way of a poll.**

Resolutions relating to:		For**	Against**	Abstain**
<b>Ordinary Business</b>				
1.	Adoption of the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2020 and the Auditors' Report thereon			
2.	Approval of Directors' fees amounting to S\$172,000.00 for financial year ending 31 December 2021, to be paid quarterly in arrears			
3.	Re-election of Mr Lim Chuan Poh who is retiring by rotation pursuant to Article 108(1) of the Company's Constitution			
4.	Re-election of Mr Ong Shen Chieh (Wang Shengjie) retiring by rotation pursuant to Article 107 of the Company's Constitution			
5.	Re-election of Ms Boey Souk-Tann retiring by rotation pursuant to Article 107 of the Company's Constitution			
6.	Re-appointment of BDO LLP as Auditors and to authorise the Directors to fix their remuneration			
<b>Special Business</b>				
7.	Authority to allot and issue new shares			
8.	Authority to issue shares under the V2Y Employee Share Option Scheme			
9.	Authority to issue shares under the V2Y Performance Share Plan			

\* Delete accordingly

\*\* If you wish to exercise all your votes "For", "Against" or "Abstain" from voting on the resolutions, please indicate with a "√" within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll. In the absence of specific directions, the appointment of the Chairman of the AGM 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 of member(s) or Common Seal \_\_\_\_\_

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

**Notes:**

1. Please insert the total number of Shares held by you. If you only have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), you should insert that number of Shares. If you only have Shares registered in your name in the Register of Members, you should insert that number of Shares. However, 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 proxy form shall be deemed to relate to all the Shares held by you (in both the Register of Members and the Depository Register).
2. **In view of the current COVID-19 situation and in light of the advisories issued by the relevant authorities in Singapore as well as the related safe distancing measures in Singapore, members and Investors will not be able to attend the AGM in person. Members and Investors will also not be able to vote online on the resolutions to be tabled for approval at the AGM. 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 AGM (the "Chairman") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The Chairman, as proxy, need not be a member of the Company. This proxy form may be accessed at the Company's website via the following link: [http://www.v2y.si/investor\\_relations](http://www.v2y.si/investor_relations) and the SGXNet. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.**
3. **This proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her Relevant Intermediary\* as soon as possible to specify his/her voting instructions. A SRS Investor who wishes to vote should approach his/her SRS Operator at least 7 working days before the date of the AGM to submit his/her vote.**
4. **The proxy form must be submitted to the Company in the following manner:**
  - (a) if submitted by post, be lodged with the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. (formerly known as RHT Corporate Advisory Pte. Ltd.), at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
  - (b) if submitted electronically, be submitted via email to AGM2020@v2y.si,

in either case, **not less than 72 hours before the time appointed for holding the AGM.**

A member who wishes to submit the proxy form 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.

**In view of the current COVID-19 situation and in light of the advisories issued by the relevant authorities as well as the related safe distancing measures in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.**

5. The proxy form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where a proxy form 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) be lodged with the proxy form, failing which the proxy form may be treated as invalid.
  6. The Company shall be entitled to reject the proxy form 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 proxy form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company shall be entitled to reject any proxy form lodged if such members are not shown to have Shares entered against their names 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.
- \* *A Relevant Intermediary means:*
- (a) *a banking corporation licensed under the Banking Act (Chapter 19) 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;*
  - (b) *a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or*
  - (c) *the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), 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.*

**Important Reminders**

Due to the constantly evolving COVID-19 situation, the Company may be required to change its Annual General Meeting arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNet for updates on the Annual General Meeting. Further, in view of the current COVID-19 measures, members are strongly encouraged to submit completed proxy forms electronically via email.