

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be convened and held by electronic means on Wednesday, 29 June 2022 at 11:00 a.m. (of which there will be a live webcast) for the following purposes:-

## ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2021 and the Directors' Statement and Auditors' Report thereon.

**(Resolution 1)**

2. To approve the Directors' fees of **S\$123,372** (2020: **S\$120,000**) for the financial year ended 31 December 2021.

**(Resolution 2)**

3. To re-elect Mr Christian Kwok-Leun Yau Heilesen, a Director who will retire pursuant to Regulation 89 of the Constitution of the Company.

**(Resolution 3)**

Detailed information of Mr Christian Kwok-Leun Yau Heilesen can be found under the sections, "Directors' Profile" in the Annual Report and "Key Information of Directors" in the Corporate Governance Statement contained in the Annual Report.

4. To re-elect Mr Leung Yu Tung Stanley, a Director who will retire pursuant to Regulation 89 of the Constitution of the Company.

**(Resolution 4)**

Mr Leung Yu Tung Stanley will upon re-election as Director of the Company, remain as Chairman of the Audit Committee. Detailed information of Mr Leung Yu Tung Stanley can be found under the sections, "Directors' Profile" in the Annual Report and "Key Information of Directors" in the Corporate Governance Statement contained in the Annual Report.

To note the auditors, Baker Tilly TFW LLP are not seeking re-appointment, and the Company is in the process of seeking to appoint a new auditor and will update the shareholders in due course.

## SPECIAL BUSINESS

To consider and if thought fit, pass the following ordinary resolutions, with or without modifications:-

5. Authority to issue shares

- (a) "That pursuant to Section 161 of the Companies Act, and the rules under Section B: Rules of Catalist of the SGX-ST Listing Manual (the "Rules of Catalist"), approval be and is hereby given to the Directors of the Company, to:

- (i) issue shares in the capital of the Company (the "Shares") whether by way of rights, bonus or otherwise; and/ or
- (ii) make or grant offers, 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 in their absolute discretion deem fit; and

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- (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 the authority was in force, provided always that
- (i) 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 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings, of which the aggregate number of Shares and convertible securities to be issued other than on a *pro rata* basis to existing shareholders of the Company does not exceed 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings, and for the purpose of determining the aggregate number of Shares and Instruments that may be issued under this resolution, the percentage of the total number of issued Shares excluding treasury shares and subsidiary holdings shall be based on the Company's total number of issued Shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for:
- (a) new Shares arising from the conversion or exercise of convertible securities;
- (b) new Shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist of the SGX-ST;
- (c) any subsequent bonus issue, consolidation or subdivision of Shares,
- and adjustments in accordance with (a) or (b) 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; and
- (ii) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Rules of Catalist of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST or the Sponsor) and the Constitution for the time being of the Company; and
- (iii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion 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, whichever is the earlier."

**(Resolution 5)**  
**(See Explanatory Note 1)**

**5A. Authority to allot and issue new Shares in the capital of the Company and/or instruments under Rule 806(2)(b) of the Catalist Rules (Special Resolution)**

"That, pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Act**") and Rule 806(2)(b) of Section B: Rules of Catalist (the "**Catalist 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) allot and issue shares in the capital of the Company (the "**Shares**") (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require new Shares to be allotted and issued, including but not limited to the creation and issue of (as well as adjustments to) options, 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 of the Company shall in their absolute discretion deem fit; and

- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) allot and issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

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provided that:

- (1) the aggregate number of Shares to be allotted and issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and convertible securities to be allotted and issued pursuant to this Resolution shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), whether on a pro rata or non pro rata basis (as at the time of passing of this Resolution);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of new Shares and convertible securities that may be allotted and issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards, provided that the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Any adjustments made in accordance with sub-paragraphs (2)(a) and (2)(b) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such 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 the next annual general meeting is required by law to be held, whichever is the earlier."

**(Resolution 5A)**  
**(See Explanatory Note 1A)**

6. Authority to grant awards and issue shares under the Incredible Holdings Performance Share Plan

"That pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors to grant awards in accordance with the provisions of the Incredible Holdings Performance Share Plan ("Incredible Holdings PSP") and to allot and issue and /or transfer from time to time such number of fully paid-up shares as may be required to be issued and/or transferred pursuant to the vesting of awards under the Incredible Holdings PSP, provided that:

- (i) the aggregate number of new shares to be issued and/or existing shares to be transferred pursuant to the vesting of awards granted or to be granted under the Incredible Holdings PSP and all other share based schemes of the Company shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) on the day preceding that date; and
- (ii) to apply any share purchased or acquired under any share purchase mandate and to deliver such existing shares (including any treasury shares) towards the satisfaction of awards granted under the Incredible Holdings PSP."

**(Resolution 6)**  
**(See Explanatory Note 2)**

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## 7. Authority to issue shares and securities pursuant to the Proposed Issuance

“RESOLVED THAT:

- (a) pursuant to the provisions of Section 161 of the Companies Act but subject otherwise to the provisions of the Companies Act and the constitution of the Company, the directors of the Company be and are hereby authorised (notwithstanding that the issue thereof may take place after the conclusion of the next annual general meeting and before the conclusion of the ensuing annual general meeting) to issue:
- (i) 0% perpetual convertible bonds of an aggregate principal amount of S\$6,900,000 (the “**Perpetual Bonds**”);
  - (ii) 0% perpetual convertible bonds of an aggregate principal amount of S\$2,100,000 (the “**Perpetual Convertible Bonds**”) which shall, at the option of the holder thereof, be convertible into new Shares (the “**Conversion Shares**”) at a conversion price of S\$0.004 per Conversion Share (the “**Conversion Price**”), on the terms and conditions specified in the Subscription Agreement;
  - (iii) 1,000,000,000 free warrants (the “**Warrants**”), each Warrant shall grant the holder thereof the right to subscribe for one new Share (the “**Exercised Share**”) at an exercise price of S\$0.0016 (the “**Exercise Price**”), on the terms and conditions specified in the Deed Poll; and
  - (iv) such number of additional Warrants arising from the adjustments to the number of Warrants in accordance with the terms and conditions specified in the Deed Poll (such additional warrants to rank *pari passu* in all respects with the then existing Warrants and without preference or priority among themselves and among the then existing Warrants, save as may otherwise be provided in the terms and conditions specified in the Deed Poll); and
- (b) pursuant to the provisions of Section 161(4) of the Companies Act but subject otherwise to the provisions of the Companies Act and the constitution of the Company, the directors of the Company be and are hereby authorised to issue:
- (i) such number of Conversion Shares arising from the conversion of the Perpetual Convertible Bonds issued pursuant to paragraph (a)(i);
  - (ii) such number of Exercised Shares arising from the exercise of the Warrants issued pursuant to paragraph (a)(ii); and
  - (iii) such number of additional Exercised Shares arising from the exercise of the additional Warrants issued pursuant to paragraph (a)(iii),
- and such authority shall continue in force notwithstanding that the authority granted by paragraph (a) has ceased to be in force; and
- (c) the directors of the Company and each of them be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required and to approve any amendments or modifications to any such documents) as they and/or he/she may consider necessary, desirable or expedient to give effect to this Resolution 8.”

**(Resolution 7)**  
**(See Explanatory Note 3)**

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## ANY OTHER BUSINESS

8. To transact any other business which may properly be transacted at an Annual General Meeting.

## BY ORDER OF THE BOARD

Executive Director  
Christian Kwok-Leun Yau Heilesen  
7 June 2022

### Explanatory Notes on Special Business:

1. The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower Directors of the Company from the date of the above Meeting until the next Annual General Meeting ("AGM") to issue Shares and convertible securities in the Company up to an amount not exceeding in aggregate 100 per cent of the total number of the Company's issued Shares excluding treasury shares and subsidiary holdings, of which the total number of Shares and convertible securities issued other than on a *pro rata* basis to existing shareholders shall not exceed 50 percent of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. Rule 806(2) of the Rules of Catalist currently provides that the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company for this purpose shall be the total number of issued Shares excluding treasury shares and subsidiary holdings at the time this resolution is passed (after adjusting for new Shares arising from the conversion of convertible securities or share options on issue at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's Shares). This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

- 1A. Resolution 6A, the Special Resolution proposed in item 6A above, if passed, will empower the Directors, unless revoked or varied by the Company in a general meeting, from the date of the above Annual General Meeting until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting is required by law to be held, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of Shares and convertible instruments which the Directors may allot and issue under this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company, whether on a *pro rata* or *non pro rata* basis, at the time of passing this Resolution.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Special Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Special Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

Shareholders should note that (a) if Resolution 6A (Special Resolution) is passed, Resolution 6 will not be adopted, and (b) if Resolution 6 and Resolution 6A (Special Resolution) are passed, the Company will only adopt Resolution 6A (Special Resolution).

2. The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the directors to offer and grant awards pursuant to the Incredible Holdings PSP and to issue shares or transfer existing shares of the Company pursuant to the vesting of awards granted under the Incredible Holdings PSP provided that: (a) the aggregate number of new shares to be issued and/or existing shares to be transferred shall not exceed 15% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) on the date preceding the relevant date of award. The Incredible Holdings PSP was approved by shareholders at the extraordinary general meeting held on 6 September 2017.

3. *Unless otherwise defined, all capitalised terms in Ordinary Resolution 8 and this explanatory note 3 shall have the same meanings as ascribed to them in the circular issued to the shareholders of the Company dated 4 May 2022.*

Shareholders should refer to the announcements dated 5 January 2022, 6 January 2022, 11 January 2022, 26 April 2022, 29 April 2022, and 4 May 2022, and the Company's circular dated 11 April 2022 for further details on, *inter alia*, the Proposed Issuance.

The Company had, on 4 May 2022, received shareholders' approval of, *inter alia*, the Issuance Resolution. The authority given under Issuance Resolution (b) and (c) will expire at the conclusion of the upcoming Annual General Meeting. Accordingly, Ordinary Resolution 8 proposed in item 8 above, if passed, will authorise Directors of the Company to issue Perpetual Bonds, Perpetual Convertible Bonds, Conversion Shares, Warrants and Exercised Shares pursuant to the Proposed Issuance.

Mr Christian Kwok-Leun Yau Heilesen, Watches.com Limited (formerly known as Ntegrator International Ltd.) and their associates shall abstain from voting on Ordinary Resolution 8. The Company will disregard any votes cast on Ordinary Resolution 8 by Mr Christian Kwok-Leun Yau Heilesen, Watches.com Limited (formerly known as Ntegrator International Ltd.) and their associates in accordance with Catalist Rule 812.

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## Notes:

The AGM 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. This Notice and Proxy Form can be accessed and downloaded from the Company's website and the SGX website.

The Company is arranging for a live webcast of the AGM proceedings (the "Live AGM Webcast") which will take place on **29 June 2022 at 11:00 a.m.** Shareholders will be able to watch the AGM proceedings through the Live AGM Webcast using their computers, tablets or mobile phones. The Company will not accept any physical attendance by shareholders.

Shareholders will be able to participate in the AGM in following manner set out in the paragraphs below.

## Live Webcast:

1. Shareholders may watch the AGM proceedings through the Live AGM Webcast. To do so, shareholders will need to register at <https://www.corporateofficedepot.com/ihl-agm-22w27> (the "Registration Link") by 11:00 a.m. on 26 June 2022 (the "Registration Deadline") to enable the Company to verify their status.
2. Following verification, authenticated shareholders will receive an email by 11:00 a.m. on 28 June 2022 containing a link to access the live audio-visual webcast of the AGM proceedings as well as a toll-free telephone number to access the live audio-only stream of the AGM proceedings.
3. Shareholders must not forward the abovementioned link or telephone number to other persons who are not shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast.
4. Shareholders who register by the Registration Deadline but do not receive an email response by 12:00 p.m. on 28 June 2022 may contact the Company by email to [ihl-agm@kckcs.com.sg](mailto:ihl-agm@kckcs.com.sg).

## Submission of Proxy Forms to Vote:

1. Shareholders who wish to vote at the AGM may submit a proxy form to appoint the Chairman of the AGM to cast votes on their behalf.
2. A shareholder (individual or corporate) who appoints the Chairman of the AGM 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 proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
3. The proxy form (a copy of which is also attached hereto), duly completed and signed, must be submitted by mail to 24 Raffles Place #07-07 Clifford Centre Singapore 048621 or via email to the Company at [ihl-agm@kckcs.com.sg](mailto:ihl-agm@kckcs.com.sg) **no later than 11:00 a.m. on 26 June 2022, being 72 hours before the time fixed for the AGM.**

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

4. CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 11:00 a.m. on 20 June 2022) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

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Please note that shareholders will not be able to vote through the live webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.

## Submission of Questions:

1. Shareholders may submit questions relating to the items on the agenda of the AGM via the Registration Link. All questions must be submitted by 11:00 a.m. on 15 June 2022.
2. The Company will endeavour to address the substantial and relevant questions on or before 21 June 2022. The responses to such questions from shareholders, together with the minutes of the AGM, will be posted on the SGXNet and the Company's website within one month after the date of the AGM.

*This notice has been prepared by the Company and reviewed by the Company's sponsor, Hong Leong Finance Limited. This notice has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Ms Vera Leong.  
Telephone number: +65 6415 9881*

## Personal data privacy:

By submitting this instrument appointing Chairman of the AGM as proxy to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), and (ii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

In the case of a member who is a relevant intermediary, by submitting an instrument containing the personal data of individuals, such member (i) warrants that it has obtained the prior consent of such individuals for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such individuals in connection with their participation in the broadcast of the AGM (including any adjournment thereof) for the said Purposes, and (ii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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## PROXY FORM

### INCREDIBLE HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

Registration No. 199906220H

#### IMPORTANT:

1. This Proxy Form is not valid for use by investors who hold ordinary shares in the Company ("Shares") through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)), including CPF and SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including SRS investors), if they wish to vote, CPF and SRS investors should approach their respective CPF Agent Banks and SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 20 June 2022). Other investors holding shares in the Company through relevant intermediaries who wish to vote should approach their relevant intermediaries as soon as possible to specify voting instructions

#### PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 7 June 2022.

I/We, \_\_\_\_\_  
of \_\_\_\_\_

being \*a member/members of INCREDIBLE HOLDINGS LTD. (the "Company"), hereby appoint the Chairman of the Annual General Meeting ("AGM") of the Company, being Mr. Leung Kwok Kuen Jacob (the Independent Non-Executive Chairman of the Company), as my/our proxy/proxies, to vote for me/us on my/our behalf at the AGM of the Company to be held by electronic means on Wednesday, 29 June 2022 at 11:00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against or abstain from voting on the resolutions to be proposed at the AGM in the spaces provided hereunder.

**In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.**

**Please indicate your vote "For" or "Against" or "Abstain" with a tick [√] or cross (x) within the box provided.**

No.	ORDINARY BUSINESS	No. of Votes or indicate with a tick cross (x) or tick (√)		
		For	Against	Abstain
1.	To receive and adopt the Audited Accounts for the financial year ended 31 December 2021 and the Directors' Statement and Auditors' Report thereon.			
2.	To approve the Directors' fee of S\$123,372 for the financial year ended 31 December 2021.			
3.	To re-elect Mr Christian Kwok-Leun Yau Heilesen, a Director of the Company, pursuant to Regulation 89 of the Constitution.			
4.	To re-elect Mr Leung Yu Tung Stanley, a Director of the Company pursuant to Regulation 89 of the Constitution.			
5.	To authorize Directors to issue shares pursuant to Section 161 of the Companies Act 1967.			
5A.	To authorise Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806(2)(b) of the Catalist Rules (Special Resolution).			
6.	To authorise Directors to grant awards and issue shares under the Incredible Holdings Performance Share Plan			
7.	To authorise Directors to issue shares and securities pursuant to the Proposed Issuance.			

\* delete where applicable

\*\* All resolutions would be put to vote by poll in accordance with the Listing Rules of Catalist of the Singapore Exchange Securities Trading Limited.

Please cross (X) or tick (√) or indicate the number of votes within the box provided. A cross or tick would represent you are exercising all your votes "For" or "Against" or "Abstain" from the relevant resolution.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2022

Total Number of Shares Held

\_\_\_\_\_  
Signature(s) of Member(s)/Common Seal



**IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THE PROXY FORM**

**Notes:**

Due to the fast-evolving COVID-19 situation in Singapore, the Company is taking the relevant steps in accordance with Part 4 of the COVID-19 (Temporary Measures) Act 2020. The Company's Annual Report 2021, Notice of AGM and this proxy form has been made available on SGXNet and the Company's corporate website at [www.incredible.sg](http://www.incredible.sg). A printed copy of Annual Report 2021, Notice of AGM and this Proxy Form will **NOT** be despatched to members. Please refer to the Notice of AGM for the alternative arrangement for the AGM.

1. This instrument appointing Chairman of the AGM as proxy must be under the hand of the appointer or his attorney duly authorized in writing. Where this instrument is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
2. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with its Constitution of the Company and Section 179 of the Companies Act, Chapter 50 of Singapore.
3. This instrument together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must either be (a) submitted by mail to 24 Raffles Place #07-07 Clifford Centre Singapore 048621; or (b) submitted by email to [ihl-agm@kckcs.com.sg](mailto:ihl-agm@kckcs.com.sg), not later than 26 June 2022 at 11:00 a.m. which is 72 hours before the time set for the meeting.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

4. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert the number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number of shares is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
5. The Company shall be entitled to reject this 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. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM 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 AGM as certified by The Central Depository (Pte) Limited to the Company.
6. Personal data privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting.