
PROXY FORM FOR COURT MEETING

IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OA 551/2026

In the Matter of Section 210 of the Companies Act 1967

And

In the Matter of
Avara Limited
(Company Registration No.: 196700346M)

... Applicant

SCHEME OF ARRANGEMENT

Under Section 210 of the Companies Act 1967

Among

Avara Limited

And

The Shareholders (as defined herein)

And

TKO Pte. Ltd.

AVARGA LIMITED

(Company Registration Number: 196700346M)
(Incorporated in the Republic of Singapore)

PROXY FORM COURT MEETING

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. A proxy need not be a member of the Company and may be the Chairman of the Court Meeting.
2. A shareholder of the Company ("Shareholder") which is not a relevant intermediary and is entitled to attend, speak and vote at the Court Meeting may only appoint one (1) proxy to attend, speak and vote in his/her/its stead. Where a Shareholder which is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.
3. For CPFIS Investors and SRS Investors who have used their CPF and/or SRS monies to buy Shares in the Company, 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. CPFIS Investors and SRS Investors should contact their CPF Agent Banks or SRS Agent Banks to submit their votes by 5.00 p.m. on 15 July 2026, being at least seven (7) Business Days before the date of the Court Meeting.
4. All capitalised terms used in this Proxy Form but not otherwise defined herein shall have the same meanings given to them in the Company's Scheme Document to Shareholders dated 10 July 2026.
5. **Please read the notes overleaf which contains instructions on, *inter alia*, the appointment of a Shareholder's proxy to attend, speak and vote on his/her/its behalf, at the Court Meeting.**

Personal Data Privacy

By submitting an instrument appointing a proxy, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Court Meeting dated 10 July 2026.

I/We*, _____ (Name), _____ (NRIC No./Passport No./Company Registration No.*), of _____ (Address), being a member/members* of **AVARGA LIMITED** (the "Company"), hereby appoint:

Name	Address	NRIC/Passport No.

or failing him/her*, the Chairman of the Court Meeting, as my/our* proxy to attend, speak and vote for me/us* on my/our* behalf at the Court Meeting to be held at YMCA @ One Orchard, Tan Chin Tuan Room Level 4, 1 Orchard Road, Singapore 238824 on 27 July 2026 at 2.30 p.m. and at any adjournment thereof, for the purpose of considering and, if thought fit, approving the Scheme referred to in the Notice of Court Meeting, and at such Court Meeting (or at any adjournment thereof) to vote for me/us* and in my/our* name(s) for the said Scheme or against the said Scheme as hereunder indicated.

I/We* direct my/our* proxy to vote for or against, or abstain from voting on, the Scheme as indicated hereunder. If no specific direction as to voting is given, my/our* proxy will vote or abstain from voting at his/her/its* discretion. If no person is named in the above boxes, the Chairman of the Court Meeting shall be my/our* proxy to vote, for or against, or to abstain from voting on, the Scheme to be proposed at the Court Meeting, for me/us* and on my/our* behalf at the Court Meeting and at any adjournment thereof.

Voting will be conducted by poll.

THE SCHEME RESOLUTION	For	Against	Abstain
To approve the Scheme			

Notes:

If you are a Shareholder which is not a relevant intermediary:

You may only appoint **ONE (1) PROXY** to attend, speak and vote in your stead and may only cast all the votes you use in the Court Meeting **IN ONE (1) WAY**. If you wish to vote "**FOR**" the Scheme Resolution, please indicate with a tick (✓) in the box marked "**FOR**" as set out above. If you wish to vote "**AGAINST**" the Scheme Resolution, please indicate with a tick (✓) in the box marked "**AGAINST**" as set out above. If you wish to abstain from voting on the Scheme Resolution, please indicate with a tick (✓) in the box marked "**ABSTAIN**" as set out above. **DO NOT TICK MORE THAN ONE (1) BOX.**

If you are a Shareholder which is a relevant intermediary:

Please indicate (i) the number of votes "**FOR**" or "**AGAINST**" in the "**FOR**" or "**AGAINST**" boxes as set out above in respect of the Scheme Resolution; and (ii) the number of Shares your proxy is directed to abstain from voting in the "**ABSTAIN**" box provided in respect of the Scheme Resolution.

Dated this _____ day of _____ 2026

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) and/or Common Seal

* Delete where inapplicable

IMPORTANT: PLEASE READ THE NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM



Notes:

1. The Court Meeting will be convened and held in a wholly physical format. There will be no option for Shareholders to participate in the Court Meeting virtually. This Proxy Form (along with the Scheme Document and the Notice of Court Meeting) may be accessed on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the corporate website of the Company at the URL <https://www.avarga.com.sg/investor-relations/sgx-announcements/>.
 2. A Shareholder who wishes to exercise his/her/its voting rights at the Court Meeting may: (a) vote at the Court Meeting in person; or (b) appoint a proxy to vote on his/her/its behalf at the Court Meeting.
 3. A Shareholder which is not a relevant intermediary (as defined in paragraph 12 below) who is entitled to attend, speak and vote at the Court Meeting may only appoint one (1) proxy to attend, speak and vote in his/her/its stead and may only cast all the voting rights attached to his/her/its Shares at the Court Meeting (whether in person or by proxy) in one (1) way. Where a Shareholder which is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid. A proxy need not be a member of the Company and may be the Chairman of the Court Meeting.
 4. The completion and lodgement of this Proxy Form shall not preclude a Shareholder from attending, speaking and voting in person at the Court Meeting if he/she/it subsequently wishes to do so. If a Shareholder attends the Court Meeting in person, the appointment of a proxy shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy to the Court Meeting.
 5. A Shareholder should insert the total number of Shares held. If the Shareholder has Shares entered against his/her/its name in the Depository Register maintained by CDP, he/she/it should insert that number of Shares. If the Shareholder has Shares registered in his/her/its name in the Register of Members, he/she/it should insert that number of Shares. If the Shareholder has Shares entered against his/her/its name in the said Depository Register and 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 Proxy Form will be deemed to relate to all the Shares held by the Shareholder.
 6. This Proxy Form must be executed under the hand of the appointor or of his/her/its attorney duly authorised in writing. Where this Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
 7. Where a Proxy Form is signed on behalf of the appointor by an attorney or a duly authorised officer, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must (failing previous registration with the Company) be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
 8. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to this Proxy Form. In addition, the Company is entitled to reject any Proxy Form lodged by a Shareholder if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Register of Members or the Depository Register (as the case may be) as at 72 hours before the time appointed for holding the Court Meeting, as certified by the Share Registrar and the CDP to the Company, respectively.
 9. This completed and signed Proxy Form (together with the power of attorney or such other authority (if any) under which it is signed or a notarially certified copy of such power or authority) must be submitted to the Share Registrar, B.A.C.S. Private Limited in the following manner:
 - (a) if submitted electronically, a clear, scanned, completed and signed copy in PDF format be submitted via e-mail to main@zicoholdings.com; or
 - (b) if submitted by post, be lodged at the office of the Share Registrar, **B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896**,
in either case, by 2.30 p.m. on 24 July 2026, being not less than 72 hours before the time fixed for the Court Meeting. **Shareholders are strongly encouraged to submit their completed Proxy Forms electronically via e-mail.**
 10. If any Shareholder fails to submit a Proxy Form (if applicable) in the manner and within the period stated herein or if this Proxy Form (if applicable) is incomplete, improperly completed, illegible or where the true intentions of the Shareholder are not ascertainable from the instructions of the Shareholder specified in this Proxy Form (if applicable), the Shareholder and the proxy of such Shareholder (if applicable) may only be admitted to the Court Meeting at the discretion of the Chairman of the Court Meeting. Any such Shareholder shall, nonetheless, be bound by the terms of the Scheme in the event that it becomes effective.
 11. **Relevant Intermediaries:**
 - (a) Persons who hold Shares through relevant intermediaries, other than CPFIS Investors and SRS Investors, and who wish to participate in the Court Meeting should contact the relevant intermediary through which they hold such Shares as soon as possible. Persons who hold Shares through relevant intermediaries, other than CPFIS Investors and SRS Investors, may (i) vote at the Court Meeting if they are appointed as proxy by their respective relevant intermediaries; or (ii) specify their voting instructions to and/or arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.
 - (b) In addition, CPFIS Investors and SRS Investors may (i) vote at the Court Meeting if they are appointed as proxy by their respective CPF Agent Banks or SRS Agent Banks, and should contact their respective CPF Agent Banks or SRS Agent Banks if they have any queries regarding their appointment as proxy; or (ii) specify their voting instructions to and/or arrange for their votes to be submitted with their respective CPF Agent Banks or SRS Agent Banks, and should approach their respective CPF Agent Banks or SRS Agent Banks by 5.00 p.m. on 15 July 2026, being at least seven (7) Business Days before the date of the Court Meeting.
 12. In relation to any Shareholder which is a relevant intermediary:
 - (a) subject to paragraph 12(b) below, a Shareholder which is a relevant intermediary need not cast all the voting rights attached to the Shares held on behalf of its sub-account holders in the same way provided that (i) each vote is exercised in relation to a different Share; and (ii) the voting rights attached to all or any of the Shares in each sub-account may only be cast at the Court Meeting in one (1) way but, for the avoidance of doubt, the voting rights of such Shares need not be cast in the same way as the Shares in another sub-account; and
 - (b) a Shareholder which is a relevant intermediary may appoint more than two (2) proxies in relation to the Court Meeting to exercise all or any of such Shareholder's rights to attend and to speak and vote at the Court Meeting, but each proxy must be appointed to exercise the voting rights attached to a different Share or Shares held by the Shareholder on behalf of its sub-account holders (which number and class of Shares must be specified), provided that no more than one (1) proxy may be given in respect of each sub-account which holds Shares. Where a proxy is appointed in accordance with this paragraph 12(b) in respect of Shares held on behalf of only one (1) sub-account holder, such proxy may only cast all the voting rights attached to all or any of the Shares in such sub-account at the Court Meeting in one (1) way.
- A "relevant intermediary" means:
- (i) a banking corporation licensed under the Banking Act 1970 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;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or

- (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953, 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
13. For the purposes of determining whether the conditions under Section 210(3AB)(a) of the Companies Act (which, in relation to the Scheme Resolution, relates to the Scheme Resolution being passed by a majority in number of the Shareholders present and voting either in person or by proxy at the Court Meeting) (the “**Headcount Condition**”) and Section 210(3AB)(b) of the Companies Act (which, in relation to the Scheme Resolution, relates to the Scheme Resolution being passed by Shareholders representing at least 75% in value of the Shares held by Shareholders present and voting either in person or by proxy at the Court Meeting) (the “**Value Condition**”) are satisfied:
- (a) each proxy appointed in accordance with paragraph 3 above and which casts a vote in respect of its Shares for or against the Scheme shall be treated as:
- (i) casting one (1) vote in number for the purposes of the Headcount Condition; and
 - (ii) the value represented by the proxy for the purposes of the Value Condition shall be the number of Shares in relation to which voting rights are being exercised by the proxy.
- Where a person has been appointed in accordance with paragraph 3 above as the proxy of more than one (1) Shareholder to vote at the Court Meeting, the votes of each such proxy shall be counted as separate votes attributable to each appointing Shareholder for the purposes of the Headcount Condition and the Value Condition; provided that the proxy is exercising the voting rights attached to a different Share or Shares (which number and class of Shares must be specified);
- (b) each proxy appointed in accordance with paragraph 12(b) above and which casts a vote in respect of its Shares for or against the Scheme shall be treated as:
- (i) casting one (1) vote in number for the purposes of the Headcount Condition; and
 - (ii) the value represented by the proxy for the purposes of the Value Condition shall be the number of Shares in relation to which voting rights are being exercised by the proxy.
- Where a person has been appointed in accordance with paragraph 12(b) above as the proxy of more than one (1) sub-account holder to vote at the Court Meeting, the votes of each such proxy shall be counted as separate votes attributable to each appointing sub-account holder for the purposes of the Headcount Condition and the Value Condition; provided that such proxy is exercising the voting rights attached to a different Share or Shares (which number and class of Shares must be specified);
- (c) where a Shareholder which is a relevant intermediary casts the voting rights attached to the Shares held on behalf of its sub-account holder(s) for and/or against the Scheme:
- (i) such relevant intermediary shall be treated as casting one (1) vote in number for the purposes of the Headcount Condition in respect of each sub-account holder on whose behalf the Shareholder which is a relevant intermediary casts the voting rights attached to the Shares; and
 - (ii) the value represented by the relevant intermediary for the purposes of the Value Condition shall be the number of Shares in relation to which voting rights “for” and/or “against” the Scheme are being exercised by the relevant intermediary,
- provided that the Shareholder which is a relevant intermediary shall submit to the Company’s Share Registrar, B.A.C.S. Private Limited, by no later than 2.30 p.m. on 24 July 2026, either:
- (A) by e-mail to main@zicoholdings.com; or
 - (B) by post to the Company’s Share Registrar, **B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896**,
- the list of these sub-account holder(s) (which sets out the name of each sub-account holder, the number of Shares attributed to each sub-account holder, and whether the sub-account holder has voted in favour of or against the Scheme in respect of such Shares). Each sub-account holder may only vote one (1) way in respect of all or any part of the Shares in such sub-account; and
- (d) where a Shareholder which is a relevant intermediary casts the voting rights attached to the Shares held on behalf of its sub-account holder(s) both for and against the Scheme without submitting to the Company’s Share Registrar the information required under paragraph 13(c) above then, without prejudice to the treatment of any proxies appointed in accordance with paragraph 12(b) above:
- (i) such relevant intermediary shall be treated as casting one (1) vote in favour of the Scheme for the purposes of the Headcount Condition if the relevant intermediary casts more votes for the Scheme than against the Scheme;
 - (ii) such relevant intermediary shall be treated as casting one (1) vote against the Scheme for the purposes of the Headcount Condition if the relevant intermediary casts more votes against the Scheme than for the Scheme;
 - (iii) such relevant intermediary shall be treated as casting one (1) vote for and one (1) vote against the Scheme for the purposes of the Headcount Condition if the relevant intermediary casts equal votes for and against the Scheme; and
 - (iv) with respect to each of the scenarios set out in paragraphs 13(d)(i), 13(d)(ii) and 13(d)(iii) above, the value represented by the relevant intermediary for the purposes of the Value Condition shall be the number of Shares in relation to which voting rights “for” and “against” the Scheme are being exercised by the relevant intermediary.
14. All references to a time of day is made by reference to Singapore time.
15. All Shareholders will be bound by the outcome of the Court Meeting regardless of whether they have attended or voted at the Court Meeting.
16. All capitalised terms not otherwise defined herein shall have the meanings given to them in the Company’s Scheme Document dated 10 July 2026.

Personal Data Privacy:

By submitting an instrument appointing a proxy or proxies, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Court Meeting dated 10 July 2026.