

**SUTL ENTERPRISE LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number:  
199307251M)

PROXY FORM  
Annual General Meeting

**IMPORTANT**

1. The AGM (as defined below) is being convened, and 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 the Notice of AGM and this accompanying proxy form for the AGM will not be sent to members. Instead, the Notice of AGM and this accompanying proxy form for the AGM will be sent to members by electronic means via publication on SGXNET and the Company's website at <https://www.sutlenterprise.com>.
2. Alternative arrangements relating to attendance at the AGM by electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-and-visual webcast or "live" audio-only stream), submission of questions in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman (as defined below) as proxy at the AGM, are set out in the Notice of AGM and the Company's accompanying announcement dated 6 April 2021, which has been published together with the Notice of AGM on the same day.
3. **Due to the current COVID-19 situation and the Company's efforts to minimise physical interactions and COVID-19 transmission risk to a minimum, a member will not be able to attend the AGM physically. A member will also not be able to vote "live" on the resolutions to be tabled for approval at the AGM. Instead, a member (whether individual or corporate) must appoint the Chairman of the AGM (as defined below) as his/its proxy to vote on his/its behalf at the AGM if such member wishes to exercise his/its voting rights at the AGM. The Chairman, as proxy, need not be a member of the Company.**
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 of Singapore)) ("Investors") (including investors holding Shares through Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") ("CPF/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 CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator by 5.00 p.m. on 16 April 2021, being 7 working days before the date of the AGM to submit his/her voting instructions.
5. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman as a member's proxy to vote on his/its behalf at the AGM.**

I/We \_\_\_\_\_ (Name)

of \_\_\_\_\_ (Address)

being a \*Member / Members of SUTL Enterprise Limited (the "**Company**") hereby appoint the **Chairman of the Annual General Meeting ("Chairman")** as \*my/our proxy to vote for \*me/us on \*my/our behalf at the Twenty-Seventh Annual General Meeting of the Company ("**AGM**") to be held by electronic means on 28 April 2021 at 3:00 p.m. and at any adjournment thereof in the following manner.

(Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be cast for or against, or abstain from voting, in respect of all your shares for each Resolution as set out in the Notice of Annual General Meeting. Alternatively, you may indicate the number of shares that you wish to vote for or against, and/or abstain from voting, for each Resolution in the space provided. **In the absence of specific directions in respect of a Resolution, the appointment of the Chairman of the Annual General Meeting as your proxy for that Resolution will be treated as invalid.**)

No.	Resolution	For	Against	Abstain
1	Adoption of Directors' Statement and Audited Financial Statements and Auditors' Report			
2	To declare a final dividend at 2 cents per ordinary share for the year ended 31 December 2020			
3	Approval of Directors' fees			
4	Re-election of Director – Mr. Lew Syn Pau			
5	Re-election of Director – Mr. Tay Teng Guan, Arthur			
6	To appoint RSM Chio Lim LLP as Auditors in place of retiring Auditors, Ernst & Young LLP			
7	Authority to issue and allot shares pursuant to Section 161 of the Companies Act, Cap. 50			

8	Authority to purchase shares pursuant to the Share Purchase Mandate			
9	To approve the proposed alteration and extension of the Share Option Scheme 2011 (" <b>Option Scheme</b> ")			
10	To approve the proposed grant of options under the Option Scheme at a discount			
11	To approve the proposed participation of Mr Tay Teng Guan, Arthur, the Chief Executive Officer, who is also an Executive Director and a Controlling Shareholder of the Company, in the Option Scheme			
12	To approve the proposed grant of options under the Option Scheme in respect of 250,000 shares to Mr Tay Teng Guan, Arthur, the Chief Executive Officer, who is also an Executive Director and a Controlling Shareholder of the Company			
13	To approve the proposed participation of Mr Tay Teng Hock, a Non-Executive Director and an Associate of a Controlling Shareholder of the Company, in the Option Scheme			
14	To approve the proposed grant of options under the Option Scheme in respect of 100,000 shares to Mr Tay Teng Hock, a Non-Executive Director and an Associate of a Controlling Shareholder of the Company			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021.

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

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Signature(s) of member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

\* delete as appropriate.

## Notes:-

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1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this instrument appointing the Chairman as proxy will be deemed to relate to all the shares held by you.
2. Due to the current COVID-19 situation and the Company's efforts to minimise physical interactions and COVID-19 transmission risk to a minimum, a member will not be able to attend the AGM physically. A member will also not be able to vote "live" on the resolutions to be tabled for approval at the AGM. Instead, a member (whether individual or corporate) must appoint the Chairman as his/its proxy to vote on his/its behalf at the AGM if such member wishes to exercise his/its voting rights at the AGM. The Chairman, as proxy, need not be a member of the Company. Where a member (whether individual or corporate) appoints the Chairman as his/its proxy, he/it must give specific instructions in the relevant proxy form as to voting, or abstentions from voting, in respect of a resolution, 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 CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator by 5.00 p.m. on 16 April 2021, being 7 working days before the date of the AGM to submit his/her voting instructions.
4. The proxy form must be submitted to the Company in the following manner:
  - (a) if submitted by post, be deposited at the registered office of the Company at #05-00, 100J Pasir Panjang Road, SUTL House, Singapore 118525; or
  - (b) if submitted through electronic means, be submitted via an email enclosing a signed PDF copy of the proxy form to the Company at [investor\\_relations@sutl.com.sg](mailto:investor_relations@sutl.com.sg),

in either case, by no later than 3:00 p.m. on 26 April 2021 (being at least forty-eight (48) hours before the time fixed 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, members are strongly encouraged to submit completed proxy forms electronically via email.**

5. This instrument appointing the Chairman as proxy must be signed by the appointor or his/her duly authorised attorney. Where this instrument appointing the Chairman as proxy 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.
6. Where an instrument appointing the Chairman as proxy 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 instrument of proxy, failing which the instrument may be treated as invalid.
7. Members should take note that after the deadline for the submission of proxy forms, the deadline being 3:00 p.m. on 26 April 2021 (being at least forty-eight (48) hours before the time fixed for holding the AGM), they cannot change their votes as indicated in the spaces provided above.

## General

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The Company shall be entitled to reject this instrument appointing the Chairman 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 on this instrument appointing the Chairman as proxy. In addition, in the case of Members whose shares are deposited with The Central Depository (Pte) Limited ("CDP"), the Company may reject any instrument appointing the Chairman as proxy lodged if such Members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the meeting as certified by CDP to the Company.

## Personal data privacy

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By submitting an instrument appointing the Chairman of the Meeting as proxy, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 6 April 2021.