

AZEUS SYSTEMS HOLDINGS LTD.
(Incorporated in Bermuda with limited liability)

ANNUAL GENERAL MEETING – DEPOSITOR PROXY FORM

IMPORTANT:

1. The Annual General Meeting of the Company will be held physically pursuant to the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 (“Physical Meeting”) and 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).
2. Printed copies of the Notice of Annual General Meeting and the Proxy Form will not be despatched to members. Instead, the Notice of AGM and Proxy Form will be sent to members by electronic means via publication on the Company’s website at the URL: <https://www.azeus.com/category/announcements>. The Notice and the Proxy Form will also be made available on SGXNET at the URL: <https://www.sgx.com/securities/company-announcements>.
3. Arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Annual General Meeting, are set out in the Notice of Annual General Meeting dated 18 June 2021 (“Notice”) which has been uploaded on SGXNET on the same day. The Notice may also be accessed at the Company’s corporate website at the URL: <https://www.azeus.com/category/announcements>.
4. If a member of the Company will not be able to attend the Annual General Meeting in person at the Physical Meeting or via the alternative arrangement as provided by the Company as stated in the Notice and the member of the Company (whether individual or corporate and including a Relevant Intermediary”) wishes to exercise his/her/its voting rights at the Annual General Meeting, he/she/it should complete Part II(a) and/or (b) of this Proxy Form or to appoint the Chairman of the Annual General Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting.
5. Investors (including CPF/SRS investors) should not make use of the Proxy Form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank / SRS Operator at least seven working days before the Annual General Meeting (i.e. by 1 July 2021) to ensure that their votes are submitted.
6. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 18 June 2021.

We, The Central Depository (Pte) Limited, being a Member of Azeus Systems Holdings Ltd. (“the Company”), pursuant to a proxy form lodged or to be lodged by us with the Company (the “CDP Proxy Form”), have appointed, or will be appointing the person(s) whose name(s) and particulars are set out in Part I below (the “Depositor(s)”), in respect of such number of shares (the “Depositor(s) Shares”) set out against his/her/its name in the Depository Register maintained by CDP as at Friday, 9 July 2021 (the “Cut Off Date”), as our proxy to vote for us on our behalf at the AGM of the Company to be convened and held at Hall 406 (Level 4), Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 and by electronic means on Monday, 12 July 2021 at 10:00 a.m. and at any adjournment thereof (the “Annual General Meeting”).

I.

Name:
NRIC/Passport/Company Registration No.:
Address:

OR, in the event the Company receives this Depositor Proxy Form which is:

- (i) duly completed and signed/executed by the Depositor(s) (in Part V below); and
- (ii) submitted by the requisite time and date, and to the requisite office as indicated below,

we hereby appoint the person(s) (“Appointee(s)”) whose details are given in Part II(a) and (b), provided that such details have been verified in Part V by the affixing of the seal or signature of or on behalf of the persons named in Part I, and on the basis that such person or persons are authorised to vote in respect of the proportion of the shareholding referred to in Part II or if no proportions are so reflected, in respect of the whole of the said shareholding:

	Name	Address	E-mail Address	NRIC/ Passport Number	Proportion of Shareholdings %
(a)					
and/or (delete as appropriate)					
(b)					

or failing the above persons, we hereby appoint the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting.

We direct my/our Appointee(s) or proxy (as the case may be) to vote for or against or abstain from voting on the resolutions to be proposed at the Annual General Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Annual General Meeting and at any adjournment thereof, the Appointee(s) or the proxy (as the case may be) may vote or abstain from voting at his/her/their discretion. We further hereby authorise and direct the Company to accept this Depositor Proxy Form(s) in respect of the Depositor(s) Shares.

III. (If you wish your proxy to cast all your votes "For" or "Against" a resolution, please indicate with an "X" in the "For" or "Against" box provided. Alternatively, please indicate the number of votes as appropriate. If you wish your proxy to abstain from voting on a resolution, please indicate with an "X" in the "Abstain" box provided. Alternatively, please indicate the number of shares that your proxy is directed to abstain from voting.)

No.	Resolutions relating to:	For	Against	Abstain
Ordinary Business				
1	To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2021, together with the Directors' Statement and the Auditor's Report thereon.			
2	To declare a first and final dividend of 39.0 HK cents per share for the financial year ended 31 March 2021.			
3	To approve the payment of Directors' Fees of S\$78,000 for the financial year ended 31 March 2021.			
4	To re-elect Ms Lam Pui Wan as Director of the Company.			
5	To re-elect Mr Chan Ching Chuen as Director of the Company.			
6	Approval of Mr Chan Ching Chuen's continued appointment as an Independent Director by shareholders.			
7	Approval of Mr Chan Ching Chuen's continued appointment as an Independent Director by shareholders (excluding directors, chief executive officer, and their associates).			
8	Approval of Mr Koji Miura's continued appointment as an Independent Director by shareholders.			
9	Approval of Mr Koji Miura's continued appointment as an Independent Director by shareholders (excluding directors, chief executive officer, and their associates).			
10	To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors and to authorize the Directors to fix their remuneration.			
Special Business				
11	To grant the Directors the authority to allot and issue shares.			
12	To approve the proposed adoption of the share buy-back mandate.			

Dated this day of 2021

IV. The Central Depository (Pte) Limited



Signature of Director

TO BE COMPLETED BY DEPOSITOR(S) IF HE/SHE/IT WISHES TO NOMINATE A PROXY/PROXIES UNDER PART II

V. For Individuals: _____ Signature of Direct Account Holder	For Corporations: <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;"> _____ Signature of Director </div> <div style="text-align: center;"> _____ Signature of Director/Secretary </div> <div style="text-align: center;"> _____ Common Seal </div> </div>
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IMPORTANT: PLEASE READ NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS DEPOSITOR PROXY FORM

IMPORTANT: - PLEASE READ NOTES BELOW

Notes:

- Part II
- 1) A Depositor who is a natural person need not submit this Depositor Proxy Form if he is attending the Annual General Meeting in person. If a Depositor who is a natural person is unable to attend the Annual General Meeting in person, he may nominate not more than two Appointees, who shall be natural persons, to attend and vote in his/her/its place as proxy for CDP in respect of the number of the Depositor(s) Shares by completing Part II(a) and/or (b), failing which, the Chairman of the Annual General Meeting shall be appointed as proxy to vote on behalf of CDP in the manner indicated in Part III in respect of such number of the Depositor(s) Shares.

A Depositor who is a corporation may nominate not more than two Appointees, who shall be natural persons, to attend and vote in his/her/its place as proxy for CDP in respect of the number of the Depositor(s) Shares by completing Part II(a) and/or (b). Where a Depositor(s) is a corporation and wishes to be represented at the Annual General Meeting, it must nominate an Appointee/Appointees to attend and vote as proxy for CDP at the Annual General Meeting in respect of the number of the Depositor(s) Shares or, failing which, the Chairman of the Annual General Meeting shall be appointed as proxy to vote on behalf of CDP in the manner indicated in Part III in respect of such number of the Depositor(s) Shares.

- 2) A Depositor(s) who wishes to nominate more than one Appointee must specify the proportion of the number of the Depositor(s) Shares (expressed as a percentage of the whole) to be represented by each Appointee. If no proportion of the number of the Depositor(s) Shares is specified, the Appointee whose name appears first shall be deemed to carry 100 per cent of the number of the Depositor(s) Shares of his/her appointer and the Appointee whose name appears second shall be deemed to be nominated in the alternate.

Part III Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be for or against, or to abstain from voting on, the resolutions as set out in the Notice of Annual General Meeting.

- Part V
- 1) This Depositor Proxy Form, duly completed, must be deposited by the Depositor(s) via
 - (i) Deposited at the office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623; or
 - (ii) Electronic mail attaching clear scanned and signed PDF copy of the Proxy Form to: srs.teamd@boardroomlimited.com or
 - (iii) Pre-registration website at the URL: <https://conveneagm.sg/azeusagm2021> in electronic formatand **submitted not less than 48 hours before the time set for the meeting.**
 - 2) If a Depositor(s) wishes to nominate an Appointee/Appointees, or the Chairman of the meeting as his/her/its proxy, this Depositor Proxy Form must be signed by the Depositor(s) or his/her/its attorney duly authorised in writing. In the case of Joint Depositor(s), all Joint Depositor(s) must sign this Depositor Proxy Form. If the Depositor(s) is a corporation, this Depositor(s) Proxy Form must be executed under its common seal or under the hand of its officer, attorney or other person authorised to sign the same. The power of attorney appointing the attorney or other authority, if any, under which this Depositor Proxy Form is signed, or a notarised/duly certified copy thereof, must be attached to this Depositor Proxy Form.

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

GENERAL:

The Company shall be entitled to reject any Depositor Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the Depositor(s) are not ascertainable from the instructions of the Depositor(s) specified on any Depositor Proxy Form. It is the Depositor(s)' responsibility to ensure that this Depositor Proxy Form is properly completed. Any decision to reject this Depositor Proxy Form on the grounds that it is incomplete, improperly completed or illegible will be final and binding and neither the Company, CDP nor Boardroom Corporate & Advisory Services Pte. Ltd. accepts any responsibility for the consequences of such a decision. Completion and return of this Depositor Proxy Form by a Depositor will not prevent him/her/it from attending and voting in person at the Meeting as proxy of CDP if he/she/it subsequently wishes to do so.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Direct Account Holder or Depository Agent accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 18 June 2021.