

**ANNUAL GENERAL MEETING
PROXY FORM**

IMPORTANT

- (1) This Proxy Form is not valid for use by investors who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 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.
- (2) CPF Investors and SRS Investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf should approach their respective CPF Agent Banks and SRS Operators to submit their voting instructions at least seven (7) working days before the AGM (i.e., by 5.00 P.M. on 18 January 2023). 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:

- (3) By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 9 January 2023.

*I/We (Name) _____

(NRIC/Passport/UEN) _____

of (Address) _____

being a *member/ members of **MARCO POLO MARINE LTD.** (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

*and/or

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing *him/her/they, or if no person is named above, hereby appoint the Chairman of the Meeting 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 Tuesday, 31 January 2023 at 10.30 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 Meeting 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 within the box provided. A tick or cross would represent you are exercising all your votes "For" or "Against" or "Abstain" from voting on the relevant resolution.

As Ordinary Resolutions		For	Against	Abstain
Resolution No.	Ordinary Business			
1.	To receive and adopt the Audited Financial Statements for the financial year ended 30 September 2022 together with the Directors' Statement and the Independent Auditor's Report thereon.			
2.	To approve the payment of a Director's Fee of S\$9,945 for the period from 12 May 2022 to 30 September 2022.			
3.	To approve the payment of Directors' Fees of S\$215,000 for the financial year ending 30 September 2023. (2022: S\$172,500)			
4.	To re-elect Mr Jeffrey Hing Yih Peir, a director retiring pursuant to Regulation 103 of the Constitution of the Company			
5.	To re-elect Ms Lie Ly @Liely Lee, a director retiring pursuant to Regulation 103 of the Constitution of the Company.			
6.	To re-elect Mr Leong Kah Wah, a director retiring pursuant to Regulation 107 of the Constitution of the Company.			
7.	To re-appoint Mazars LLP as Independent Auditor and to authorise the Directors to fix their remuneration.			
Special Business				
8.	To authorize Directors to allot and issue shares and/or convertible securities pursuant to Section 161 of the Singapore Companies Act, and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST")			
9.	To authorize Directors to allot and issue shares under the Marco Polo Marine Ltd. Restricted Share Scheme and Performance Share Scheme.			
10.	To authorize Directors to allot and issue shares under the Marco Polo Marine Ltd. Employee Share Option Scheme.			

Dated this _____ day of _____ 2023.

Total number of Ordinary Shares in:	Number of Ordinary Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s)/Common Seal of Corporate Member

* Delete as appropriate

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

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NOTES: -

1. Pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, members will not be able to attend the AGM in person. Members (whether individuals or corporates) who wish to exercise their rights at the AGM may vote "live" themselves or via their appointed proxy(ies) (other than the Chairman of the AGM) or appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the AGM.
 2. Except for a member who is a Relevant Intermediary as defined under Section 181(1C) of the Companies Act of Singapore (the "Act"), a member is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
 3. Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
 4. A proxy need not be a member of the Company.
 5. 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.
 6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
 7. Where an instrument appointing a proxy or proxies 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.
 8. A corporation which is a shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with the Constitution of the Company and Section 179 of the Act.
 9. Subject to Note 11 below, the submission of an instrument or form appointing a proxy by a shareholder does not preclude him from attending and voting in person at the AGM if he so wishes.
 10. The Company shall be entitled to reject the instrument appointing a proxy or proxies, 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 the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if a shareholder of the Company, being the appointor, is not shown to have shares entered against his/her name 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.
 11. CPF Investors and/or SRS Investors who buy shares in the Company may attend and cast their vote at the meeting in person. CPF Investors and/or SRS Investors who are unable to attend the meeting but would like to vote, may inform CPF and/or SRS approved nominees to appoint Chairman of the AGM to act as their proxy, in which case, the CPF Investor and/ or SRS Investors shall be precluded from attending the meeting.
 12. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) which it is signed, must be (a) submitted by mail to 66 Kallang Pudding Road, #05-01 Singapore 349324 or (b) submitted by email to main@zicoholdings.com not later than 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.**
13. A Depositor shall not be regarded as a member of the Company entitled to attend the AGM unless his name appears on the Depository Register 72 hours before the time set for the AGM.
 14. Personal data privacy: By submitting this instrument of proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM.