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## PROXY FORM

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### OEL (HOLDINGS) LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 198403368H)

### EXTRAORDINARY GENERAL MEETING

### PROXY FORM

**IMPORTANT**

1. The extraordinary general meeting ("**EGM**" or the "**Meeting**") to be held on 6 February 2024 at 10:00 a.m. is being convened, and will be held, by physical means at 8 Commonwealth Lane, #02-04, Grande Building, Singapore 149555. Members and their duly appointed proxy (or proxies) will not be able to attend the EGM by way of electronic means.
2. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting (or any person other the Chairman of the Meeting) as a member's proxy to vote on his/her/its behalf at the EGM.

I/We\* \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No./Company  
Registration No.) \_\_\_\_\_ of  
\_\_\_\_\_ (Address)

being a member/members of **OEL (HOLDINGS) LIMITED** (the "**Company**") hereby appoint:

Name	Email Address	NRIC/Passport No.	Proportion of Shareholding (%)

or failing whom, the Chairman of the Meeting as my/our\* proxy to attend and to vote for me/us\* on my/our\* behalf at the EGM to be held at 8 Commonwealth Lane, #02-04, Grande Building, Singapore 149555 on Tuesday, 6 February 2024 at 10:00 a.m. and at any adjournment thereof.

I/We\* direct my/our\* proxy/proxies\* to vote for, against or abstain from voting on the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, my/our\* proxy/proxies\* may vote or abstain from voting at his or her discretion. Where the Chairman of the EGM is appointed as proxy and the absence of specific directions as to voting, the appointment of Chairman of the EGM as your proxy for that resolution will be treated as invalid.

Please indicate your vote "For", "Against" or "Abstain" with an "X" within the boxes provided below. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

No.	Resolutions Relating To:	For	Against	Abstain
1.	Special Resolution: Proposed Change of Name			
2.	Ordinary Resolution 1: Proposed ZJ Loan Capitalisation			
3.	Ordinary Resolution 2:			

	Proposed Transfer of Controlling Interest			
4.	Ordinary Resolution 3: Proposed ZYL Loan Capitalisation			
5.	Ordinary Resolution 4: Proposed ZYH Loan Capitalisation			
6.	Ordinary Resolution 5: Proposed Outstanding Sponsor Fees Capitalised Amount Capitalisation			
7.	Ordinary Resolution 6: The Proposed Partial Acquisition Consideration Capitalisation			
8.	Ordinary Resolution 7: Proposed Adoption of the Plan			
9.	Ordinary Resolution 8: Proposed ZYL Participation			
10.	Ordinary Resolution 9: Proposed Grant of the ZYL Award			

\* Delete whichever not applicable.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

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

\_\_\_\_\_  
Signature(s) of Member(s) or  
Common Seal of Corporate Member

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

## NOTES TO PROXY FORM:

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 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing proxy/proxies/Chairman of the Meeting shall be deemed to relate to all the Shares held by you.
2. A member who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's Proxy Form appoints more than one proxy, the proportion of his/her/its shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this Proxy Form as invalid. A member who is a Relevant Intermediary (as defined below) is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
3. The instrument appointing a proxy or proxies to vote on the member's behalf at the EGM, duly executed, must be submitted in hard copy form or electronically via email to the Company in the following manner:
  - (a) if submitted by post, to be mailed to the Company's polling agent, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01, Republic Plaza Tower I, Singapore 048619; or
  - (b) if submitted electronically, be submitted via email to the Company's polling agent, Tricor Barbinder Share Registration Services, at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),in either case by 10:00 a.m. on Sunday, 4 February 2024 (being not less than 48 hours before the time appointed for the holding of the EGM). A member who wishes to submit an instrument of proxy 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.
4. Persons who hold shares through Relevant Intermediaries, including CPF and SRS investors, and who wish to participate in the EGM by appointing the Chairman of the EGM as proxy to attend speak and vote on their behalf at the EGM, should contact the Relevant Intermediary (which would include, in the case of CPF and SRS investors, their respective CPF agent banks and SRS approved banks or depository agents) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the EGM. CPF and SRS investors who wish to appoint the Chairman of the EGM as their proxy should approach their respective CPF agent banks and SRS approved banks or depository agents to submit their votes at least seven working days before the EGM (i.e., by 10:00 a.m. on Thursday, 25 January 2024).
5. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. Where this instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this instrument of proxy, failing which this instrument of proxy may be treated as invalid.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with its constitution and section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented the corporation could exercise in person if it were an individual.
7. Any reference to a time of day is made by reference to Singapore time.

**Members are strongly encouraged to submit completed proxy forms electronically via email.**

A "Relevant Intermediary" is:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore 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; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or

- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

#### **PERSONAL DATA PRIVACY**

By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 11 January 2024.

#### **GENERAL**

The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 appointing a proxy or proxies (including any related attachment) (such as in the case where the appointor submits more than one 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 lodged if the member being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.