

**EMERGING TOWNS & CITIES SINGAPORE LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration Number 198003839Z)

**PROXY FORM  
EXTRAORDINARY GENERAL MEETING**

This Proxy Form, together with the Notice of Extraordinary General Meeting and the circular dated 25 August 2020 to the shareholders of the Company, has been made available on SGXNet and the Company's website at the URL <http://investor.etc singapore.com/newsroom.html>. A printed copy of this proxy form will NOT be despatched to members.

**IMPORTANT**

1. Due to the current COVID-19 situation and the related safe-distancing measures put in place in Singapore, a member (including a relevant intermediary) will not be able to attend the EGM in person.

2. Alternative arrangements relating to (i) attendance at the EGM through electronic means (including arrangement by which the EGM can be electronically accessed through live audio-visual webcast or live audio-only stream); (ii) submission of questions to the Chairman of the Meeting in advance of the EGM, addressing substantial and relevant questions at the EGM; and (iii) voting by proxy at the EGM are set out in the Notice of the EGM.

3. For investors who have used their CPF moneys to buy shares in the capital of EMERGING TOWNS & CITIES SINGAPORE LTD., this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.

This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We \_\_\_\_\_ (Name), NRIC/Passport Number\* \_\_\_\_\_

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

being a member/members of **EMERGING TOWNS & CITIES SINGAPORE LTD.** (the "Company"), hereby appoint the Chairman of the Extraordinary General Meeting of the Company ("EGM"), as \*my/our proxy to vote for \*me/us on \*my/our behalf at the EGM to be held by way of electronic means on 17 September 2020 (Thursday) at 9.30 a.m. and at any adjournment thereof.

\*I/We direct the Chairman of the EGM to vote for or against, or to abstain from voting on, the Resolution 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, the Chairman of the EGM will abstain from voting. The Resolution to be put to the vote at the EGM shall be decided by way of poll.

	ORDINARY RESOLUTION	For*	Against*	Abstain*
1.	THE PROPOSED THIRD EXTENSION OF THE EXPIRY DATE OF THE CONVERSION RIGHT UNDER THE CONVERTIBLE LOAN AGREEMENT ENTERED INTO BETWEEN THE COMPANY AND MR LUO SHANDONG			

\* If you wish to exercise all your votes "For" or "Against" or to abstain from voting on the resolution in respect of all your votes, please indicate your vote "For" or "Against", or "Abstain", with "X" within the box provided. Alternatively, if you wish to exercise some and not all of your votes "For" and/or "Against" the relevant resolution and/or to abstain from voting in respect of the resolution, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020.

\_\_\_\_\_  
Signature(s) of Member(s)/Common Seal

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

**IMPORTANT: PLEASE READ NOTES ON THE REVERSE.**

**Notes:**

1. A member should insert the total number of shares held. If the member has shares entered against his/her/its name in the Depository Register maintained by The Central Depository (Pte) Limited (“**CDP**”), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members of the Company, he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the said Depository Register and registered in his name in the Register of Members of the Company, he/she/it should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. A member of the Company (including a relevant intermediary) will not be able to attend the EGM physically in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in this proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

“**Relevant intermediary**” means:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) 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;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36) 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. Due to the current COVID-19 situation and the related safe-distancing measures put in place in Singapore, a member (including a relevant intermediary) will not be able to attend the EGM in person. Members will be able to follow the proceedings of the EGM through a live audio-visual webcast or live audio-only stream (collectively, “**Live Webcast**”) via mobile phone, tablet, computer or any such electronic device. To do so, a member must pre-register **by no later than 9.30 a.m. on 14 September 2020** (“**Registration Deadline**”), at the URL: <https://forms.gle/PsqTGJ58GRStufnH9>. Following authentication of their status as members, authenticated members will receive email instructions to access the Live Webcast of the proceedings of the EGM by 9.30 a.m. on 16 September 2020. Members who have registered by the Registration Deadline but have not received email instructions by 9.30 a.m. on 16 September 2020 may contact the Company by email at [info@etcSingapore.com](mailto:info@etcSingapore.com) for assistance.
  4. The Chairman of the EGM, as proxy, need not be a member of the Company.
  5. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
    - (a) if **in hard copy** and sent personally or by post, the proxy form must be deposited at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544; or
    - (b) if **via email**, the proxy form must be received by the Company's Share Registrar at [main@zicoholdings.com](mailto:main@zicoholdings.com),

in any case **not less than 72 hours** before the time for holding the EGM and at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.

6. If sent personally or by post, the instrument appointing the Chairman of the EGM as proxy of an individual must be under the hand of the appointor or of his attorney duly authorised in writing and the instrument appointing the Chairman of the EGM as proxy of a corporation must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing the Chairman of the EGM as proxy is submitted by email, it must be authorised in the following manner:
  - by way of the affixation of an electronic signature by the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or

- by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.
8. Where an instrument appointing the Chairman of the EGM as proxy is signed or, as the case may be, authorised 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.
  9. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM 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 in the instrument appointing the Chairman of the EGM as proxy (such as in the case where the appointor submits more than one instrument of proxy). In the case of shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy 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.

**IMPORTANT REMINDER: The Company would like to remind Shareholders that, with the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its EGM arrangements at short notice. Shareholders should check the Company's website and SGXNet for updates on the EGM.**

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM.