
PROXY FORM

IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

Originating Application)
Case No.: HC/OA 225/2022)

**IN THE MATTER OF SECTION 210
OF THE COMPANIES ACT 1967**

And

**IN THE MATTER OF
EXCELPOINT TECHNOLOGY LTD.
(Company Registration No. 200103280C)**

... Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act 1967

Between

Excelpoint Technology Ltd.

And

Shareholders (as defined herein)

And

WT Semiconductor Holdings Pte. Ltd.

PROXY FORM

EXCELPOINT TECHNOLOGY LTD.

Company Registration No. 200103280C
(Incorporated in the Republic of Singapore)

PROXY FORM

IMPORTANT

- All capitalised terms used in this Proxy Form which are not otherwise defined herein shall bear the same meanings ascribed to them in the scheme document to shareholders of the Company dated 18 July 2022 (the "Scheme Document").
- The Scheme Meeting is being convened, and will be held, by way of electronic means. The Scheme Meeting is to be held on 10 August 2022 and will start at 3.00 p.m.. This Proxy Form will be sent to Shareholders by electronic means via publication on the Company's website at the URL https://excelpoint.listedcompany.com/general_meeting.html, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. In addition, printed copies of the Notice of Scheme Meeting together with an extract of the Explanatory Statement and this Proxy Form, will be sent by post to Shareholders.
- Alternative arrangements relating to attendance at the Scheme Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairperson of the Scheme Meeting in advance of and/or live at the Scheme Meeting, addressing of substantial and relevant questions prior to, and/or at, the Scheme Meeting and voting live via electronic means or by appointing the Chairperson of the Scheme Meeting as proxy at the Scheme Meeting, are set out in the Notice of Scheme Meeting.
- Shareholders will not be able to attend the Scheme Meeting in person. A Shareholder (whether individual or corporate) may either vote live by themselves or appoint the Chairperson of the Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting if such Shareholder wishes to exercise his/her/its voting rights at the Scheme Meeting.**
- This Proxy Form is not valid for use by persons who hold Target Shares through Relevant Intermediaries and shall be ineffective for all intents and purposes if used or purported to be used by them. CPFIS Investors and SRS Investors who wish to vote may approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 3.00 p.m. on 28 July 2022, being seven working days before the Scheme Meeting in order to allow sufficient time for their respective CPF Agent Banks or SRS Agent Banks to in turn submit a proxy form to appoint the Chairperson of the Scheme Meeting to vote on their behalf by the cut-off date.
- By submitting an instrument of proxy appointing the Chairperson of the Scheme Meeting as proxy, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairperson of the Scheme Meeting as a Shareholder's proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting.**

I/We, _____ (Name) _____ (NRIC/Passport/Co. Regn. No.)
of _____ (Address)
and _____ (Telephone Number) being a member/members of Excelpoint Technology Ltd. (the "**Company**"), hereby appoint the Chairperson of the Scheme Meeting as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Scheme Meeting to be convened and held by way of electronic means on 10 August 2022 at 3.00 p.m. (Singapore time) and at any adjournment thereof.

I/We direct the Chairperson of the Scheme Meeting as my/our proxy to vote for or against, or to abstain from voting on, the Resolution to be proposed at the Scheme Meeting as indicated hereunder:

	For	Against	Abstain
RESOLUTION: TO APPROVE THE SCHEME OF ARRANGEMENT			

Voting will be conducted by poll.

A Shareholder who is not a Relevant Intermediary

If you are a Shareholder (other than a Relevant Intermediary), you may only cast all the votes you use at the Scheme Meeting in one way:

- if you wish to appoint the Chairperson of the Scheme Meeting as your proxy to cast all your votes "**For**" or "**Against**" the resolution, please indicate with a tick "✓" in the "**For**" or "**Against**" box provided in respect of the resolution; or
- if you wish to appoint the Chairperson of the Scheme Meeting to abstain from voting on the resolution, please indicate with a tick "✓" in the "**Abstain**" box provided in respect of the resolution.

DO NOT TICK MORE THAN ONE BOX.

A Shareholder who is a Relevant Intermediary

If you are a Relevant Intermediary, please indicate (i) the number of votes "**For**" or "**Against**" the Chairperson of the Scheme Meeting as your proxy is directed to cast in the "**For**" or "**Against**" box provided in respect of the resolution and (ii) the number of Target Shares the Chairperson of the Scheme Meeting as your proxy is directed to abstain from voting in the "**Abstain**" box provided in respect of the resolution.

In the absence of specific directions in respect of the resolution, the appointment of the Chairperson of the Scheme Meeting as your proxy for the resolution will be treated as invalid.

Total Number of Target Shares Held

Signature or Common Seal of Member(s)

Date

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

Notes:

1. **Shareholders will not be able to attend the Scheme Meeting in person.** A Shareholder (whether individual or corporate) may either vote live via electronic means or appoint the Chairperson of the Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting if such Shareholder wishes to exercise his/her/its voting rights at the Scheme Meeting. This Proxy Form may be accessed at the Company's website at the URL https://excelpoint.listedcompany.com/general_meeting.html, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Where a Shareholder appoints the Chairperson of the Scheme Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting or abstention from voting, in respect of the resolution in the form of proxy, failing which the appointment of the Chairperson of the Scheme Meeting as proxy for that resolution will be treated as invalid.
2. This Proxy Form is not valid for use by persons who hold Target Shares through Relevant Intermediaries and shall be ineffective for all intents and purposes if used or purported to be used by them. CPFIS Investors and SRS Investors who wish to vote may approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 3.00 p.m. on 28 July 2022, being seven working days before the Scheme Meeting in order to allow sufficient time for their respective CPF Agent Banks or SRS Agent Banks to in turn submit a proxy form to appoint the Chairperson of the Scheme Meeting to vote on their behalf by the cut-off date. Persons who hold Target Shares through Relevant Intermediaries, other than CPFIS Investors and SRS Investors, who wish to vote can do so through their Relevant Intermediary(s) via electronic means or by such Relevant Intermediary(s) in turn appointing the Chairperson of the Scheme Meeting as proxy to attend, speak and vote on their behalf at the Scheme Meeting. Such persons should contact the Relevant Intermediary(s) through which they hold Target Shares as soon as possible in order for the necessary arrangements to be made for their participation in the Scheme Meeting.
3. The Chairperson of the Scheme Meeting, as proxy, need not be a member.
4. If a Shareholder has Target Shares entered against his/her/its name in the Depository Register, he/she/it should insert that number of Target Shares. If the Shareholder has Target Shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of Target Shares. If the Shareholder has Target Shares entered against his/her/its name in the Depository Register and Target Shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of Target Shares. If no number is inserted, this Proxy Form appointing the Chairperson of the Scheme Meeting as proxy will be deemed to relate to all the Target Shares held by the Shareholder.
5. The instrument appointing the Chairperson of the Scheme Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted electronically:
 - (i) (for Shareholders who are individuals¹ only) be submitted via the Company's pre-registration website at the URL <https://conveneagm.sg/excelpointegm>; or
 - (ii) (for all Shareholders whether individuals or corporates) be submitted via email to the Company's Share Registrar at srs.teamd@boardroomlimited.com; or
 - (b) (for all Shareholders whether individuals or corporates) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632,in each case, by 3.00 p.m. on 7 August 2022, being 72 hours before the time appointed for holding the Scheme Meeting.
6. A Shareholder who is an individual and who wishes to submit an instrument of proxy electronically via the pre-registration website may do so by authorising such appointment using the online proxy appointment process (where available) through the website at the URL provided above. Alternatively, a Shareholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or sending it by email (e.g. attaching a completed and signed PDF copy of the form) to the email address provided above.
7. Completion and submission of the instrument of proxy does not preclude a Shareholder from attending, speaking and voting at the Scheme Meeting. If the Shareholder attends the Scheme Meeting without withdrawing the proxy form, the proxy will continue to have voting rights. However, the Shareholder may revoke the appointment of a proxy at any time before voting commences when the Shareholder accesses the live audio-visual webcast or live audio-only stream of the Scheme Meeting proceedings.
8. Where the instrument appointing the Chairperson of the Scheme Meeting as proxy is submitted by post or electronically via email, it must be under the hand of the appointor or of his attorney duly authorised in writing or, if submitted electronically via the pre-registration website at the URL <https://conveneagm.sg/excelpointegm>, be authorised by the appointor via the online proxy appointment process through the website. Where the instrument appointing the Chairperson of the Scheme Meeting as proxy is executed by a corporation, it must, if submitted by post or electronically via email, be executed either under its seal or under the hand of an officer or attorney duly authorised.
9. Where an instrument appointing the Chairperson of the Scheme Meeting 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), if the instrument appointing the Chairperson of the Scheme Meeting as proxy is submitted by post, be lodged with the instrument appointing a proxy or, if the instrument appointing the Chairperson of the Scheme Meeting as proxy is submitted electronically via email, be emailed with the instrument appointing a proxy, failing which the instrument may be treated as invalid.
10. Any reference to a time of day is made by reference to Singapore time.
11. The Company shall be entitled to reject the instrument appointing the Chairperson of the Scheme Meeting as proxy 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 the Chairperson of the Scheme Meeting as proxy (including any related attachment). In addition, in the case of Shareholders whose Target Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairperson of the Scheme Meeting as proxy lodged or submitted if such Shareholders are not shown to have Target Shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Scheme Meeting as certified by The Central Depository (Pte) Limited to the Company.
12. A Shareholder who is a Relevant Intermediary need not cast all the votes it uses in the same way provided that each vote is exercised in relation to a different Target Share. For the purposes of satisfying the condition under section 210(3AB)(a) of the Companies Act, the Company shall treat a Relevant Intermediary that casts votes both for and against the Scheme as follows:
 - (a) the Company shall treat the Relevant Intermediary as casting one vote in favour of the Scheme if the Relevant Intermediary casts more votes for the Scheme than against the Scheme;
 - (b) the Company shall treat the Relevant Intermediary as casting one vote against the Scheme if the Relevant Intermediary casts more votes against the Scheme than for the Scheme; and
 - (c) the Company shall treat the Relevant Intermediary as casting one vote for and one vote against the Scheme if the Relevant Intermediary casts equal votes for and against the Scheme.

¹ Instruments of proxy executed under a power of attorney on behalf of an individual or by executors on behalf of a deceased individual's estate may only be submitted by email or post with the relevant supporting document where applicable (please refer to Note 9).