

PROXY FORM

CITICODE LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200404283C)

EXTRAORDINARY GENERAL MEETING PROXY FORM

The Notice of EGM and this proxy form is also accessible (a) via publication on the Company's website at the URL <https://www.citicode.com.sg>; and (b) via publication on the SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. A printed copy of this proxy form will NOT be despatched to members.

IMPORTANT

- The Extraordinary General Meeting ("EGM") will be held 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.
- Alternative arrangements relating to attendance at the EGM by electronic means, submission of questions in advance of the EGM, addressing of substantial and relevant questions before or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Notice of EGM dated 31 December 2020.
- Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the EGM. 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 vote on his/her/its behalf at the EGM.
- This Proxy Form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors who wish to vote should contact their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on Wednesday, 13 January 2021.
- By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 31 December 2020.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the EGM as a member's proxy to attend, speak and vote on his/her/its behalf at the EGM.

I/We*, _____ (Name) _____ (NRIC/Passport/Company Registration Number*)
of _____ (Address)
being a member(s) of Citicode Ltd. (the "Company"), hereby appoint the Chairman of the extraordinary general meeting (the "EGM") as my/our* proxy to attend, speak and to vote for me/us* on my/our* behalf and, if necessary, to demand a poll at the EGM to be convened and held by way of electronic means on 22 January 2021 and at any adjournment thereof in the following manner:

*Delete accordingly

| | Ordinary Resolutions | For** | Against** | Abstain** |
|-----|---|-------|-----------|-----------|
| 1. | The Proposed Acquisition | | | |
| 2. | The Proposed Issuance of Consideration Shares | | | |
| 3. | The Proposed Whitewash Resolution | | | |
| 4. | The Proposed Loan Capitalisation | | | |
| 5. | The Proposed Placement | | | |
| 6. | The Proposed Issuance of SAC Capital Shares | | | |
| 7. | The Proposed Share Consolidation | | | |
| 8. | The Proposed Disposal | | | |
| 9. | The Proposed Change of Core Business | | | |
| 10. | The proposed appointment of Dr. Wilson Tay as a Proposed New Director | | | |
| 11. | The proposed appointment of Steven Lim as a Proposed New Director | | | |
| 12. | The Proposed New Share Issue Mandate | | | |
| 13. | The Proposed Change of Independent Auditor | | | |
| | Special Resolutions | For** | Against** | Abstain** |
| 1. | The Proposed Listing Transfer | | | |
| 2. | The Proposed Change of Name | | | |
| 3. | The Proposed Adoption of the New Constitution | | | |

** Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" a resolution, please tick within the relevant box provided. Alternatively, please indicate the number of votes as appropriate. If you wish your proxy to abstain from voting on a resolution, please tick in within the "Abstain" box provided. Alternatively, please indicate the number of shares that your proxy is directed to abstain from voting. 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.

Dated this _____ day of _____, 2020/2021*

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

Signature(s) of Shareholder(s) or
Common seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

PROXY FORM

NOTES:

1. The Extraordinary General Meeting (the “EGM”) of the Company will be held 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 (the “Order”), and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020. Printed copies of the Notice of EGM, the Circular to Shareholders dated 31 December 2020 (the “Circular”) and the Request Form will not be sent to members. Instead, these documents may be accessed at the Company’s website at the URL <https://www.citicode.com.sg> or on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. However, Shareholders who still wish to receive a printed copy of the Circular are to complete the Request Form and email it to ir@citicode.com.sg or post it to Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623. To receive a printed copy of the Circular before the EGM, Shareholders are to send in their request no later than Friday, 8 January 2021.

2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Company’s accompanying announcement dated 31 December 2020. This announcement may be accessed at the Company’s website at the URL <https://www.citicode.com.sg> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

In particular, a member will be able to watch the proceedings of the EGM through a “live” webcast via his/her/its mobile phones, tablets or computers or listen to these proceedings through a “live” audio-only stream via telephone. In order to do so, a member who wishes to watch the “live” webcast or listen to the “live” audio-only stream must pre-register via the following link: https://us02web.zoom.us/webinar/register/WN_Fpz0LlvqTsmoyXnH2VZ0vA by no later than 10.00 a.m. on Tuesday, 19 January 2021. Following the verification, authenticated members will receive an email by 10.00 a.m. on Thursday, 21 January 2021 which will contain the user ID and password details as well as the URL to access the live audio-visual webcast or the toll-free telephone number to access the live audio-only stream (the “Confirmation Email”). Members, who have pre-registered for the live audio-visual webcast or live audio-only stream but who have not received the Confirmation Email by 10.00 a.m. on Thursday, 21 January 2021 should contact the Company at ir@citicode.com.sg.

Members will not be able to ask questions “live” during the broadcast of this EGM. All members may submit questions related to the resolutions to be tabled for approval at the EGM by electronic means via the following link: <https://forms.gle/L1ZDSazqpBJEVNq66>, by no later than 10.00 a.m. on Friday, 15 January 2021.

3. Please insert the total number of shares held by you. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If no number is inserted, this Proxy Form shall be deemed to relate to all the shares held by you.

4. **Due to the current COVID-19 restriction orders in Singapore, a member will NOT be able to attend the EGM in person. A member (whether individual or corporate) 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 if such member wishes to exercise his/her/its voting rights at the EGM.** Please note that a member may not vote at the EGM otherwise than by way of appointing the Chairman of the EGM as the member’s proxy. Printed copies of the proxy form for the EGM will not be sent to members. This proxy form is also accessible (a) via the Company’s website at the URL <https://www.citicode.com.sg> and (b) via the SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on Wednesday, 13 January 2021.

5. The Chairman of the EGM, as proxy, need not be a member of the Company.

6. The proxy form must be submitted to the Company in the following manner:

- (a) if submitted by post, be lodged with the registered office of the Company at 1 Robinson Road, #17-00, AIA Tower, Singapore 048542.; or
- (b) if submitted electronically, be submitted via email in Portable Document Format (PDF) format to the Company at admin@citicode.com.sg,

in either case, at least 72 hours before the time for holding the EGM. A member who wishes to submit this Proxy Form must first download, complete and sign this Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above.

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.

7. Where the proxy form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the proxy form 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.

8. Where the proxy form is executed under the hand of an attorney duly authorised, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

9. 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 Section 179 of the Act.

GENERAL:

The Company shall be entitled to reject an instrument of proxy which 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 proxy form. In addition, in the case of Shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have Shares entered against his 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. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the EGM.

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing and administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.