

V2Y CORPORATION LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 201717972D)

**PROXY FORM
ANNUAL GENERAL MEETING**

1. The Annual General Meeting ("AGM") will be held, in a **wholly physical format**, at 137 Cecil Street, Cecil Building, #04-01, Singapore 069537 on Friday, 28 June 2024 at 2.00 p.m. **There will be no option for shareholders to participate virtually. Printed copies of the Notice of AGM and this Proxy Form will be sent to members.**
2. A member of the Company (individual or investor holding shares through Supplementary Retirement Scheme ("SRS Investor")) is able to participate at the AGM in person or appoint proxy(ies) as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM conducted in person, if such member wishes to exercise his/her/its voting rights at the AGM.
3. This proxy form is not valid for use by investors holding shares in the Company ("Shares") through Relevant Intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) ("Investors") (including SRS Investor) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her Relevant Intermediary as soon as possible to specify voting instructions. A SRS Investor who wishes to vote should approach his/her SRS Operator to appoint the Chairman of the AGM to act as his/her proxy at least 7 working days before the date of the AGM to submit his/her vote.
4. **Personal Data Privacy:** By submitting this proxy form, a member of the Company accepts and agrees to the personal data terms set out in the Notice of AGM dated 12 June 2024.
5. **PLEASE READ THE NOTES OVERLEAF WHICH CONTAIN INSTRUCTIONS ON, INTER ALIA, THE APPOINTMENT OF PROXIES OR THE CHAIRMAN OF THE AGM AS A MEMBER'S PROXY TO ATTEND, SPEAK AND VOTE ON HIS/HER BEHALF AT THE AGM.**

I/We _____ (Name) _____ (NRIC/Passport/Company Registration Number)
of _____ (Address)
being a *member/members of V2Y Corporation Ltd. ("the **Company**"), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

or failing the person, or either or both the persons, referred to above, the Chairman of the Annual General Meeting ("AGM"), as my/our* proxy to vote for me/us* on my/our* behalf at the AGM to be held at 137 Cecil Street, Cecil Building, #04-01, Singapore 069537 on Friday, 28 June 2024 at 2.00 p.m. and at any adjournment thereof.

I/We* direct my/our* proxy to vote for or against, or to abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. **If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies (other than the Chairman of the AGM as proxy) will vote or abstain from voting at his/her discretion.**

NOTE: All resolutions at the AGM will be voted on by way of a poll.

Resolutions relating to:		For**	Against**	Abstain**
Ordinary Business				
1.	Adoption of the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2023 and the Auditors' Report thereon			
2.	Approval of Directors' fees amounting to S\$174,157.53 for the financial year ending 31 December 2024, to be paid quarterly in arrears			
3.	Re-election of Ms Boey Souk-Tann who is retiring by rotation pursuant to Regulation 108(1) of the Company's Constitution, as a Director of the Company			
4.	Re-election of Mr Seet Kah Wai (Xue Jiawei) who is retiring pursuant to Regulation 107 of the Company's Constitution, as a Director of the Company			
5.	Re-appointment of BDO LLP as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration			
Special Business				
6.	Authority to allot and issue new shares			
7.	Authority to issue shares under the V2Y Employee Share Option Scheme			
8.	Authority to issue shares under the V2Y Performance Share Plan			

* Delete accordingly

** If you wish to exercise all your votes "For", "Against" or "Abstain" from voting on the resolutions, please indicate with a "✓" within the box provided. 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. In the absence of specific directions, where you appoint the Chairman of the AGM as your proxy, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

Dated this _____ day of _____ 2024

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

Signature of member(s) and/or Common Seal
of corporate member

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of Shares held by you. If you only have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you only have Shares registered in your name in the Register of Members, you should insert that number of Shares. However, 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 proxy form shall be deemed to relate to all the Shares held by you (in both the Register of Members and the Depository Register).
2. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified in the Proxy Form.

A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend 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 one (1) proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

3. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.
4. **An Investor who wishes to vote should instead approach his/her Relevant Intermediary* as soon as possible to specify his/her voting instructions. A SRS Investor who wishes to vote should approach his/her SRS Operator to appoint the Chairman of the AGM to act as his/her proxy at least 7 working days before the date of the AGM to submit his/her voting instructions.** This is so as to allow sufficient time for the respective Relevant Intermediaries to in turn submit a proxy form to appoint a proxy to vote on their behalf.
5. **The proxy form must be submitted to the Company in the following manner:**
 - (a) if sent personally or by post, be received at the registered office of the Company at 16 Raffles Quay, #17-03 Hong Leong Building, Singapore 048581; or
 - (b) if submitted by email, be received by the Company by email at AGMFY2023@v2y.si.

in either case, by 2.00 p.m. on 25 June 2024, being not less than 72 hours before the time appointed for holding the AGM.

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

6. The proxy form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where a proxy form 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 proxy form, failing which the proxy form may be treated as invalid.
7. The Company shall be entitled to reject the proxy form 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 proxy form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company shall be entitled to reject any proxy form lodged if such members are not shown to have Shares entered against their names 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.
8. For purposes of the appointment of a proxy(ies) and/or representative(s), the member(s)' full name and CDP account number (if applicable) and the proxy(ies)' or representative(s)' full name and full NRIC/passport number will be required for verification purposes, and the proxy(ies)' or representative(s)' NRIC/passport number will need to be produced for sighting upon registration at the AGM. This is so as to ensure that only duly appointed proxy(ies)/representative(s) attend, speak and vote at the AGM. The Company reserves the right to refuse admittance to the AGM if the proxy(ies)' or representative(s)' identity cannot be verified accurately.

*A Relevant Intermediary means:

- (a) a banking corporation licensed under the Banking Act 1970 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 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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.