



Jardine Cycle & Carriage Limited
(Incorporated in the Republic of Singapore)
Company Registration No.: 196900092R

Annual General Meeting Proxy Form

IMPORTANT:

1. The Annual General Meeting (“AGM”) will be held in a wholly physical format at the venue, date and time stated below 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. There will be no option for members to participate virtually.
2. Printed copies of the Notice of AGM dated 30th March 2023 and this proxy form (“AGM Proxy Form”) will not be sent to members. Instead, the Notice of AGM and this AGM Proxy Form will be sent to members solely by electronic means via publication on the ‘AGM 2023’ page under the ‘Investors’ section of the Company’s website at the URL <https://www.jcclgroup.com> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Arrangements relating to attendance at the AGM by members, including CPF/SRS investors, and (where applicable) duly appointed proxies; submission of questions to the Chairman of the Meeting by members, including CPF/SRS investors, in advance of, or at, the AGM, and addressing of substantial and relevant questions in advance of, or at, the AGM; and voting at the AGM by members, including CPF/SRS investors, or (where applicable) duly appointed proxy(ies), are set out in notes 4 to 7 of the Notice of AGM.
4. This AGM 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 should approach their respective CPF Agent Banks/SRS Operators to submit their voting instructions by 5.00 p.m. on 18th April 2023 if they wish to appoint the Chairman of the Meeting as proxy.
5. **Please read the notes overleaf which contain instructions on, inter alia, the appointment of a proxy(ies).**

Personal Data Privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 30th March 2023.

I/We _____ (NRIC/Passport/UEN No.(s)) _____

of _____

being a member/members of Jardine Cycle & Carriage Limited (the “Company”) hereby appoint the following person(s):

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)
and/or (delete as appropriate)			

as my/our proxy/proxies, to attend, speak and to vote for me/us and on my/our behalf at the 54th AGM of the Company to be held at Azalea II & III, Mezzanine Level, Shangri-La Singapore, 22 Orange Grove Road, Singapore 258350 on Friday, 28th April 2023 at 11.45 a.m. (Singapore time) and at any adjournment thereof, in the manner indicated below.

(Voting will be conducted by poll. If you wish your proxy/proxies to cast all your votes “For” or “Against” a resolution, please indicate with an “X” in the “For” or “Against” box provided in respect of that resolution. Alternatively, please indicate the number of votes “For” or “Against” in the “For” or “Against” box provided in respect of that resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please indicate with an “X” in the “Abstain” box provided in respect of that resolution. Alternatively, please indicate the number of shares that your proxy/proxies is/are directed to abstain from voting in the “Abstain” box provided in respect of that resolution. In the absence of specific directions in respect of a resolution, the proxy/proxies will vote or abstain as he/she/they may think fit, as he/she/they will on any other matter arising at the AGM.)

Ordinary Business	For	Against	Abstain
1. Adoption of Audited Financial Statements, Directors’ Statement and Auditors’ Report			
2. Declaration of Final Dividend			
3. Approval of Directors’ Fees for the year ending 31 December 2023			
4. Re-election of the following Directors retiring pursuant to article 94: a. Mr Benjamin Keswick			
b. Mr Stephen Gore			
c. Ms Tan Yen Yen			
5. Re-election of Ms Amy Hsu, a Director retiring pursuant to article 100			
6. Re-appointment of PricewaterhouseCoopers LLP as Auditors			

Special Business	For	Against	Abstain
7. A. Renewal of the Share Issue Mandate			
B. Renewal of the Share Purchase Mandate			
C. Renewal of the General Mandate for Interested Person Transactions			

Dated this day of 2023.

Total number of shares held

.....
Signature(s) of Member(s) or Common Seal

Important: Please Read Notes Below

Notes:

1. (a) A member of the Company who is not a relevant intermediary is entitled to appoint one or two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak 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's form of proxy 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 form of proxy.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act 1967.

2. Printed copies of this AGM Proxy Form will not be sent to members. This AGM Proxy Form can be downloaded from either of the following locations:
 - (a) the 'AGM 2023' page under the 'Investors' section of the Company's website at the URL <https://www.icclgroup.com>; or
 - (b) the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. 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), 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 (maintained by or on behalf 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 Depository Register and shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this AGM Proxy Form shall be deemed to relate to all the shares held by the member.
4. This AGM Proxy Form appointing a proxy/proxies must be submitted to the Company in the following manner:
 - (a) if submitted by hand or by post, be lodged with the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at GPD@mncsingapore.com,

in each case, not less than 72 hours before the time for holding the AGM, i.e., by 11.45 a.m. on 25th April 2023.

A member who wishes to submit this AGM Proxy Form must complete and sign this form, before submitting it by hand or by post to the address provided above or sending it by email (e.g., enclosing a completed and signed PDF copy of this form) to the email address provided above. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

5. This AGM Proxy Form appointing a proxy/proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where this form is executed by a corporation, it must be executed either under its seal or under the hand of its officer or attorney duly authorised. Where this form appointing a proxy/proxies is signed on behalf of the appointor by an attorney, the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof must (failing previous registration with the Company) if this form appointing a proxy/proxies is submitted by hand or by post, be lodged with this form, or if this form appointing a proxy/proxies is submitted electronically via email, be emailed with this form, failing which this form may be treated as invalid.
6. A proxy need not be a member of the Company.
7. Completion and submission of this AGM Proxy Form by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy/proxies for the AGM shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy/proxies to the AGM.
8. 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 AGM, in accordance with Section 179 of the Companies Act 1967.
9. Any reference to a time of day is made by reference to Singapore time.

General

The Company shall be entitled to reject the instrument appointing a proxy/proxies 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 a proxy/proxies (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing (or treated as appointing) a proxy/proxies 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 AGM, as certified by The Central Depository (Pte) Limited to the Company.