



**Jardine Cycle & Carriage**

**Jardine Cycle & Carriage Limited**

Company Registration No.: 196900092R  
(Incorporated in the Republic of Singapore)

**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. There will be no option for members to participate virtually.
2. This proxy form (“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:
  - a. may vote at the AGM if they are appointed as proxies by the respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any questions regarding their appointment as proxies; or
  - b. may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks/SRS Operators to submit their voting instructions by 5.00 p.m. on 17th April 2024.
3. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy/proxies.**

**Personal Data Privacy:** By submitting an instrument appointing a proxy/proxies and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 28th March 2024.

I/We \_\_\_\_\_ (NRIC No./Passport No./UEN) \_\_\_\_\_

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 vote for me/us and on my/our behalf at the 55th AGM of the Company to be held at Atrium Suites, Lobby Level, Mandarin Oriental Singapore, 5 Raffles Avenue, Singapore 039797 on Monday, 29th April 2024 at 11.45 a.m. 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 2024			
4. Re-election of Mr Steven Phan, a Director retiring pursuant to article 94			
5. Re-election of Mr Mikkel Larsen, 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 \_\_\_\_\_ 2024.

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. 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.
3. A member who wishes to appoint a proxy/proxies should complete this AGM Proxy Form, before submitting it to the Company in the manner set out below.
4. 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.
5. 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, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [JCCL@boardroomlimited.com](mailto:JCCL@boardroomlimited.com), and, in each case, must be lodged or received (as the case may be) not less than 72 hours before the time appointed for the holding of the AGM, i.e., by 11.45 a.m. on 26th April 2024.

2nd fold

Affix  
Postage  
Stamp

**Jardine Cycle & Carriage Limited**  
c/o Boardroom Corporate & Advisory Services Pte. Ltd.  
1 Harbourfront Avenue  
Keppel Bay Tower, #14-07  
Singapore 098632

1st fold

6. 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.
7. 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.
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.

**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.