

VENTURE CORPORATION LIMITED

(Incorporated in Singapore)
(Company Registration Number: 198402886H)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

- The Annual General Meeting ("AGM") of Venture Corporation Limited (the "Company") will be held at 5006 Ang Mo Kio Avenue 5, #05-01 TECHplace II, Singapore 569873 on **Friday, 26 April 2024 at 10.30 a.m. (Singapore time)**. There will be **no option for shareholders to participate virtually**. Printed copies of the Notice of AGM dated 4 April 2024 and this proxy form will be sent by post to members. These documents are also available on the Company's website at <http://venture.listedcompany.com/ar.html> and the Singapore Exchange Securities Trading Limited's website at <https://sgx.com/securities/company-announcements>.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).
- This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPFIS/SRS investors who hold Shares through CPF Agent Banks/SRS Operators. CPFIS/SRS investors:
 - may vote at the AGM if they are appointed as proxies by their CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes by 5.00 p.m. on 16 April 2024.
- By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 4 April 2024.

*I/We, _____ (Name) _____ (*NRIC/Passport/Co. Reg No.)

of _____ (Address)

being *a member/members of the Company, hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%

* and/or

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%

or failing *him/them, the Chairman of the Meeting as *my/our proxy to attend, speak and vote on *my/our behalf at the AGM of the Company to be held at 5006 Ang Mo Kio Avenue 5, #05-01 TECHplace II, Singapore 569873 on Friday, 26 April 2024 at 10.30 a.m. (Singapore time) and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against or to abstain from voting on the resolutions to be proposed at the AGM as indicated below.

No.	Resolutions relating to:	No. of Votes		
		For	Against	Abstain
Ordinary Business				
1	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2023 and the Auditor's Report thereon			
2	Payment of proposed final one-tier tax-exempt dividend			
3	Re-election of Mr Wong Yew Meng as a Director			
4	Re-election of Ms Kuok Oon Kwong as a Director			
5	Approval of Directors' fees amounting to S\$715,260			
6	Re-appointment of Deloitte & Touche LLP as Auditor and authorisation for Directors to fix their remuneration			
Special Business				
7	Authority to allot and issue Shares			
8	Authority to offer and grant options and/or share awards and to allot and issue Shares pursuant to the Venture Corporation Executives' Share Option Scheme 2015 and the Venture Corporation Restricted Share Plan 2021, respectively, not exceeding 0.5% of the total number of issued Shares			
9	Renewal of the Share Purchase Mandate			
10	Adoption of the Venture Corporation Executives' Share Option Scheme 2025			

Note: 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 a tick (✓) in the "For" or "Against" box provided in respect of that resolution. Alternatively, please insert the relevant number of Shares "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 a tick (✓) in the "Abstain" box provided in respect of that resolution. Alternatively, please insert the relevant number of Shares in the "Abstain" box provided in respect of that resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deems fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the AGM and at any adjournment thereof.

* Delete accordingly

Dated this _____ day of _____ 2024

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

Signature/Common Seal of Shareholder(s)

IMPORTANT: PLEASE READ NOTES OVERLEAF

Do not staple. Glue all sides firmly.

NOTES:

1. A member of the Company should insert the total number of Shares held. If such member has Shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited (“CDP”)), he should insert that number of Shares. If such member has Shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of Shares. If such member has Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members, he should insert the aggregate number of Shares entered against his name in the Depository Register and registered in his name in the Register of Members. If no number is inserted, this form of proxy shall be deemed to relate to all the Shares held by such member.
2. (a) A member who is not a relevant intermediary is entitled to appoint not more than 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 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.
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.
4. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at vclagm2024@boardroomlimited.com,
 in either case, not less than 72 hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument appointing a proxy(ies) by post or via email can either use the printed copy of the proxy form which is sent to him/her/it by post or download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

First fold

Postage will be paid by addressee. For posting in Singapore only.

**BUSINESS REPLY SERVICE
PERMIT NO. 09452**



VENTURE CORPORATION LIMITED
c/o Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

Second fold

5. Completion and submission of the instrument appointing a proxy(ies) by a shareholder will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the shareholder 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(ies) to the AGM.
6. The instrument appointing a proxy(ies) must be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either in accordance with its Constitution or under the hand of an attorney or a duly authorised officer.
7. Where an instrument appointing a proxy(ies) 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 instrument, failing which the instrument 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 its Constitution and Section 179 of the Companies Act 1967.
9. The Company shall be entitled to reject an instrument appointing a proxy(ies) which 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(ies) (including any related attachment). In addition, in the case of a member whose Shares are entered in the Depository Register, the Company shall be entitled to reject an instrument appointing a proxy(ies) 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 CDP to the Company.
10. For the 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 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.

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