

Citicode Ltd.

(Incorporated in the Republic of Singapore)
(Company Registration Number 200404283C)

Proxy Form

IMPORTANT

1. The Annual General Meeting of the Company ("AGM" or the "Meeting") is being convened, and will be held, by way of 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.
2. The Notice of AGM and this proxy form is also accessible (a) via publication on the Company's website at the URL <http://www.citicode.com.sg>; and (b) via publication on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
3. Alternative arrangements relating to, among others, attendance, submission of question in advance and/or voting by proxy at the AGM are set out in the Notice of AGM and the accompanying Company's announcement dated 5 June 2020 entitled "Annual General Meeting Of The Company To Be Held By Way Of Electronic Means On Monday, 29 June 2020 At 3:00 P.M." which has been uploaded together with the Notice of AGM on SGXNet on the same day.
4. Due to the current COVID-19 restriction orders in Singapore, a member will not be allowed to attend the AGM in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the AGM. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM.
5. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 3 p.m. on 18 June 2020.
6. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 5 June 2020.
7. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM.

I/We*, _____ (Name) _____ (NRIC/Passport/Company Registration Number*) of _____ (Address) being member/members* of **Citicode Ltd.** (the "**Company**"), hereby appoint the Chairman of the AGM as my/our* proxy/proxies* to attend, speak and vote for me/us* on my/our* behalf at the AGM to be convened and held by way of electronic means on Monday, 29 June 2020 at 3:00 p.m. and at any adjournment thereof in the following manner:

	Resolutions relating to:	For	Against	Abstain
	Ordinary Business			
1.	To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditor's Report thereon.			
2.	To re-elect Mr Fong Heng Boo, who is retiring pursuant to Regulation 104 of the Company's Constitution, as a Director of the Company.			
3.	To approve the payment of Directors' fees of S\$37,000 for the financial year ended 31 December 2020 (31 December 2019: S\$52,000).			
4.	To re-appoint Foo Kon Tan LLP as Auditor of the Company and to authorise the Directors of the Company to fix their remuneration.			
	Special Business			
5.	To authorise the Directors to allot and issue new shares.			
6.	To authorise the Directors to offer and grant options and to issue shares under the Citicode Employee Share Option Scheme and the Citicode Performance Shares Scheme.			

If you wish to appoint the Chairman of the Meeting as your proxy to cast all your votes **For** or **Against** a resolution, please tick with "✓" in the **For** or **Against** box in respect of that resolution. Alternatively, please indicate the number of votes **For** or **Against** in the **For** or **Against** box in respect of that resolution. If you wish to appoint the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please tick with "✓" in the **Abstain** box in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting, as your proxy, is directed to abstain from voting in the **Abstain** box in respect of that resolution. 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.

Voting will be conducted by poll.

Dated this _____ day of _____ 2020.

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

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

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

NOTES:

1. The Annual General Meeting 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 AGM and the Annual Report for the financial year ended 31 December 2019 (the "FY2019 Annual Report") will not be sent to members. Instead, the Notice of AGM and the FY2019 Annual Report may be accessed at the Company's website at the URL <http://www.citicode.com.sg>. The Notice of AGM and the FY2019 Annual Report are also available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM 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 Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the Company's accompanying announcement dated 5 June 2020. This announcement may be accessed at the Company's website at the URL <http://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 Annual General Meeting 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://zoom.us/webinar/register/WN_Y1YQX1LiQLahCSqLgpbfOg by no later than 3:00 p.m. on Thursday, 25 June 2020. Following the verification, authenticated members will receive an email by 3:00 p.m. Sunday, 28 June 2020 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 3:00 p.m. Sunday, 28 June 2020 should contact the Company at ir@citicode.com.sg.

Members will not be able to ask questions "live" during the broadcast of this Annual General Meeting. All members may submit questions related to the resolutions to be tabled for approval at the Annual General Meeting by electronic means via the following link: <https://forms.gle/EhUsRpCaieBMK7i7>, by no later than 3:00 p.m. on 25 June 2020.

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 AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** Please note that a member may not vote at the Annual General Meeting otherwise than by way of appointing the Chairman of the Meeting as the member's proxy. Printed copies of the proxy form for the Annual General Meeting will not be sent to members. This proxy form is also accessible (a) via the Company's website at the URL <http://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 Meeting 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 Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 3 p.m. on 18 June 2020.

5. The Chairman of the Meeting, 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 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 AGM. 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 AGM, 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 AGM, 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 AGM and to speak and vote thereat unless his name appears on the Depository Register **72 hours before the time set for the AGM.**

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM 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 Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.