

# DELFI LIMITED

(Company Registration No. 198403096C)  
(Incorporated in the Republic of Singapore)

## PROXY FORM

(Please see notes overleaf before completing this Form)

TO BE EFFECTIVE THIS FORM MUST  
BE SUBMITTED NO LATER THAN  
10.00 A.M. ON 23 APRIL 2023  
(For CPF/SRS Investors, see Note 9.)

### IMPORTANT:

- The Annual General Meeting ("AGM" or the "Meeting") will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trust, Unit Trusts and Debenture Holders) Order 2020. The Notice of AGM dated 10 April 2023 will be available via publication on the Company's website at the URL: <https://www.delfilimited.com> and on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>
- Alternative arrangements relating to:
  - attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or audio-only stream);
  - submission of questions to the Chairman of the Meeting in advance of, or "live" at, the AGM, and addressing of substantial and relevant questions in advance of, or "live", at the AGM; and
  - voting at the AGM (i) "live" by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or, (ii) by appointing the Chairman of the Meeting as proxy to vote of the member's behalf at the AGM, are set out in the accompanying Company's announcement dated 10 April 2023.
- A member will not be able to attend the AGM in person. **A member (whether individual or corporate) who wishes to have his/her/its voting rights exercised at the AGM may:**
  - (where the member is an individual) vote "live" via electronic means at the AGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the AGM on his/her/its behalf; or,
  - (where the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM
- An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) may vote "live" via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS operators or should approach their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy at least 7 working days before the Meeting.
- By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 10 April 2023.

PLEASE READ THE NOTES TO THE PROXY FORM

I/We, \_\_\_\_\_ (Name)

\_\_\_\_\_ (NRIC/Passport No./Company Registration No.)

of \_\_\_\_\_ (Address)

being a \*member/members of Delfi Limited (the "**Company**"), hereby appoint:

Name	Address	Email Address <sup>^</sup>	NRIC/Passport Number	Proportion of Shareholdings	
				No. of Shares	%
And/or (delete as appropriate)					

<sup>^</sup> Appointed proxy(ies) will be prompted via email (within 2 business days after the Company's receipt of a validly completed and submitted proxy form) to pre-register at the pre-registration website which is accessible from the URL <https://www.delfilimited.com> in order to access the "live" audio-visual webcast or "live" audio-only stream of the AGM proceedings.

or failing whom, Chairman of the Meeting, as my/our proxy/proxies to attend, speak and vote for me/us on my/our behalf at the AGM of the Company to be convened and held by way of electronic means at 10:00 a.m. (Singapore time) on Tuesday, 25 April 2023 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.

(If you wish to exercise all your votes "For" or "Against", or "Abstain" please tick with "✓" within the box provided. Alternatively, please indicate the number of votes "For" or "Against", or "Abstain" each resolution.)

No.	Resolutions relating to:	No. of votes 'For'*	No. of votes 'Against'*	No. of votes 'Abstain'*
<b>Ordinary Businesses</b>				
1	To receive and adopt Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2022, together with the auditors' report thereon.			
2	To declare final and special dividend.			
3	To re-elect Mr Chuang Tiong Choon as a Director of the Company.			
4	To re-elect Mr Graham Nicholas Lee as a Director of the Company.			
4	To approve Directors' fees for the financial year ending 31 December 2023.			
6	To re-appoint PricewaterhouseCoopers LLP as auditors and to authorise the Directors to fix their remuneration.			
<b>Special Businesses</b>				
7	To authorise Directors to issue shares and/or instruments under Section 161 of the Companies Act 1967.			
8	To authorise Directors to issue new ordinary shares under the Delfi Limited Scrip Dividend Scheme.			
9	To renew the Mandate for Interested Person Transactions.			

**Note:** Please note that the short descriptions given above of the resolutions to be passed do not in any way whatsoever reflect the intent and purpose of the resolutions. The short descriptions have been inserted for convenience only. Shareholders are encouraged to refer to the Notice of AGM for the full purpose and intent of the resolutions to be passed.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Total number of Shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	
<b>Total</b>	

\_\_\_\_\_  
Signature of Member(s)  
and/or Common Seal of Corporate Shareholder

\*Delete where inapplicable

**IMPORTANT – PLEASE READ NOTES OVERLEAF**

## Notes:

1. Please insert the total number of Shares held by you. If you 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 have Shares registered in your name in the Register of Members, you should insert that number of Shares. 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 instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member will not be able to attend the AGM in person. **A member (whether individual or corporate) who wishes to have his/her/its voting rights exercised at the AGM may:**
  - (a) (where the member is an individual) vote "live" via electronic means at the AGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the AGM on his/her/its behalf; or,
  - (b) (where the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM.This proxy form for the AGM may be downloaded from the Company's website at the URL <https://www.delfilimited.com> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. A member may also appoint a proxy(ies) or Chairman of the Meeting as proxy via the online process through the pre-registration website which is accessible from the URL <https://delfilimited.listedcompany.com/home.html>
3. A member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. A proxy need not be a member of the Company.

4. A member who is a Relevant Intermediary\* entitled to attend and vote at the AGM is entitled to appoint more than two proxies to attend and vote at the AGM instead of such member, 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 two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

\*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; or
  - (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.
5. The instrument appointing a proxy(ies) or Chairman of the Meeting as proxy must be deposited in the following manner:
    - (i) if submitted by post, be deposited at the Company's Share Registrar, M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902; or
    - (ii) if submitted electronically, be submitted via email to the Company's Share Registrar at [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com) or via the online process through the pre-registration website which is accessible from the URL <https://delfilimited.listedcompany.com/home.html>.

in either case, by 10.00 a.m. on 23 April 2023 being not less than forty-eight (48) hours before the time appointed for holding the AGM. A proxy need not be a member of the Company.

A member of the Company who wishes to submit an instrument appointing proxy(ies) or Chairman of the Meeting as proxy must download, complete and sign the proxy form from the Company's website, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. A member may also appoint a proxy(ies) or Chairman of the Meeting as proxy via the online process through the pre-registration website which is accessible from the URL <https://delfilimited.listedcompany.com/home.html>

**If it is difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email or appoint a proxy(ies) via the online process through the pre-registration website which is accessible from the URL <https://delfilimited.listedcompany.com/home.html>**

6. Completion and return of the instrument appointing a proxy(ies) or the Chairman of the Meeting does not preclude a member from attending, speaking and voting at the AGM. A member who access the "live" webcast of the AGM proceedings may revoke the appointment of a proxy(ies) or the Chairman of the Meeting at any time before voting commences and in such an event, the Company reserves the right to terminate the proxy(ies)' access to the AGM proceedings.
7. The instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy must be under the hand of the appointor or of his/her attorney duly authorized in writing. Where the instrument appointing proxy(ies) or the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorized. Where the instrument appointing proxy(ies) or the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
8. A corporation which is a member may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, 1967.
9. Investors who hold shares through the Central Provident Fund Investment Scheme ("CPF Investors") and/or the Supplementary Retirement Scheme ("SRS Investors"):
  - (a) may vote "live" via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF and/ or SRS Approved Nominees to submit their votes at least seven (7) working days before the AGM (i.e. by 10.00 a.m. on 13 April 2023).
10. The Company shall be entitled to reject the instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy 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 instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy.
11. In the case of members whose Shares entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy lodged if such members, being the appointor, 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 virtual AGM, as certified by The Central Depository (Pte) Limited to the Company.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 10 April 2023.