
PROXY FORM FOR SCHEME MEETING

SUNNINGDALE TECH LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 199508621R)

FORM OF PROXY FOR USE AT THE SCHEME MEETING
(OR ANY ADJOURNMENT THEREOF) OF THE SCHEME SHAREHOLDERS

IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OS 4/2021

In the Matter of Section
210 of the Companies
Act, Chapter 50

And

In the Matter of
SUNNINGDALE TECH LTD.
(Company Registration
No. 199508621R)

...Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act, Chapter 50

Between

Sunningdale Tech Ltd.

And

Scheme Shareholders (as defined herein)

And

Sunrise Technology Investment Holding Pte. Ltd.

PROXY FORM FOR SCHEME MEETING

IMPORTANT:

1. The Scheme Meeting is being convened, and will be held, by way of electronic means. The Scheme Meeting to be held on 19 February 2021 will start at 3.00 p.m..
2. Alternative arrangements relating to attendance at the Scheme Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Scheme Meeting in advance of the Scheme Meeting, addressing of substantial and relevant questions either before or at the Scheme Meeting, and voting by appointing the Chairman of the Scheme Meeting as proxy at the Scheme Meeting, are set out in the notice of the Scheme Meeting.
3. **Due to the current COVID-19 restriction orders in Singapore, Scheme Shareholders will not be able to attend the Scheme Meeting in person. If a Scheme Shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the Scheme Meeting, he/she/it must appoint the Chairman of the Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting.**
4. This Proxy Form is not valid for use by Relevant Intermediary Shareholders (including CPFIS Investors and SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. If a CPFIS Investor or SRS Investor wishes to appoint the Chairman of the Scheme Meeting as proxy, he/she should approach his/her respective CPF Agent Banks or SRS Agent Banks to submit his/her votes by **5.00 p.m.** on 8 February 2021, being 7 working days before the date of the Scheme Meeting.
5. All capitalised terms used in this Proxy Form which are not otherwise defined herein shall bear the same meanings ascribed to them in the Company's Scheme Document to the Scheme Shareholders dated 4 February 2021.
6. **Please read the notes to this Proxy Form which contain instructions on, *inter alia*, the appointment of the Chairman of the Scheme Meeting as a Scheme Shareholder's proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting.**

PROXY FORM FOR SCHEME MEETING

SUNNINGDALE TECH LTD.

(Company Registration No. 199508621R)
(Incorporated in the Republic of Singapore)

Note: This Proxy Form is available on the website of the SGX-ST at www.sgx.com/securities/company-announcements and on the website of the Company at <https://investor.sdaletech.com/scheme-of-arrangement.html>. Printed copies of this Proxy Form will also be sent to the Scheme Shareholders.

Personal Data Privacy

By submitting an instrument appointing a proxy and/or representative, the Scheme Shareholder accepts and agrees to the personal data privacy terms set out in the notice of the Scheme Meeting dated 4 February 2021.

SCHEME MEETING

PROXY FORM

I/We _____

(Name) _____ (NRIC/Passport No./Company Registration No.)

of _____ (Address)

being a *member/members of Sunningdale Tech Ltd. (the "**Company**") hereby appoint the Chairman of the Scheme Meeting, as *my/our proxy to attend, speak and to vote for *me/us on *my/our behalf at the Scheme Meeting, to be convened and held by way of electronic means on 19 February 2021 at 3.00 p.m. and at any adjournment thereof, for the purpose of considering and, if thought fit, approving the Scheme referred to in the notice convening the Scheme Meeting, and at such Scheme Meeting (or at any adjournment thereof) to vote for *me/us and in *my/our name(s) for the said Scheme or against the said Scheme as hereunder indicated.

*I/We direct the Chairman of the Scheme Meeting to vote for or against, or to abstain from voting on, the Scheme to be proposed at the Scheme Meeting as indicated hereunder.

RESOLUTION	FOR*	AGAINST*	ABSTAIN*
To approve the Scheme of Arrangement			

* *If you wish the Chairman of the Scheme Meeting as your proxy to vote "For" or "Against" the Resolution, please indicate with a "√" in the space provided under "For" or "Against". If you wish the Chairman of the Scheme Meeting as your proxy to abstain from voting on the Resolution, please indicate a "√" in the space provided under "Abstain". **In the absence of specific directions in respect of the Resolution, the appointment of the Chairman of the Scheme Meeting as your proxy for the Scheme Meeting will be treated as invalid. DO NOT TICK MORE THAN ONE BOX.***

Dated this _____ day of February 2021

Total Number of Shares Held	
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Signature(s) or Common Seal of Member(s)

IMPORTANT: PLEASE READ THE NOTES TO THIS PROXY FORM OVERLEAF

PROXY FORM FOR SCHEME MEETING

NOTES:

1. **Due to the current COVID-19 restriction orders in Singapore, Scheme Shareholders will not be able to attend the Scheme Meeting in person.** If a Scheme Shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the Scheme Meeting, he/she/it must appoint the Chairman of the Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting. This Proxy Form is available on the website of the SGX-ST at www.sgx.com/securities/company-announcements and on the website of the Company at <https://investor.sdaitech.com/scheme-of-arrangement.html>.

In appointing the Chairman of the Scheme Meeting as proxy, a Scheme Shareholder must give specific instructions as to voting, or abstention of voting, in respect of the Resolution in this Proxy Form, failing which the appointment of the Chairman of the Scheme Meeting as proxy for the Scheme Meeting will be treated as invalid.

The votes of the Chairman of the Scheme Meeting, as proxy, shall be counted as the votes of the number of appointing Scheme Shareholders.

2. This Proxy Form is not valid for use by Relevant Intermediary Shareholders (including CPFIS Investors and SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. Relevant Intermediary Shareholders (including CPFIS Investors and SRS Investors) that wish to vote should not make use of the Proxy Form and should instead approach their respective Relevant Intermediary as soon as possible to specify voting instructions. If a CPFIS Investor or SRS Investor wishes to appoint the Chairman of the Scheme Meeting as proxy, he/she should approach his/her respective CPF Agent Banks or SRS Agent Banks to submit his/her votes by **5.00 p.m. on 8 February 2021**, being 7 working days before the date of the Scheme Meeting.
3. The Chairman of the Scheme Meeting, as proxy, need not be a Scheme Shareholder.
4. A Scheme Shareholder should insert the total number of Scheme Shares held. If the Scheme Shareholder only has Scheme Shares entered against the Scheme Shareholder's name in the Depository Register maintained by CDP, that number of Scheme Shares should be inserted. If the Scheme Shareholder has Scheme Shares registered in the Scheme Shareholder's name in the Register of Members, that number of Scheme Shares should be inserted. If the Scheme Shareholder has Scheme Shares entered against or registered in the Scheme Shareholder's name in both the Depository Register and the Register of Members, the Scheme Shareholder should insert the aggregate number of Scheme Shares. If no number of Scheme Shares is inserted, this Proxy Form shall be deemed to relate to all the Scheme Shares held by the Scheme Shareholder.
5. A Scheme Shareholder may only cast all the votes it uses at the Scheme Meeting in **one way**.
6. This Proxy Form appointing the Chairman of the Scheme Meeting as proxy must be submitted to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
 - (a) if submitted electronically, a clear, scanned, completed and signed copy in PDF format be submitted via email to the Share Registrar at srs.teamd@boardroomlimited.com; or
 - (b) if submitted by post, be lodged at the office of the Share Registrar at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623,

in either case, by **3.00 p.m. on 17 February 2021**, being 48 hours before the time fixed for the Scheme Meeting.

A Scheme Shareholder who wishes to submit this Proxy Form must complete and sign this Proxy Form, and may submit it by post to the address provided above, or by scanning and sending it by email to the email address provided above.

In view of the COVID-19 restriction orders in Singapore and the related safe distancing measures which may make it difficult for Scheme Shareholders to submit completed proxy forms by post, Scheme Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

7. This Proxy Form must be executed under the hand of the appointor or his/her attorney duly authorised in writing. Where this Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
8. Where this Proxy Form is signed by an attorney or on behalf of the appointor, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must (failing previous registration with the Company), if this Proxy Form is submitted by post, be lodged with this Proxy Form, or if this Proxy Form is submitted electronically via email, be emailed with this Proxy Form, failing which this Proxy Form may be treated as invalid.
9. In the case of joint holders of Scheme Shares, any one of such persons may vote by proxy, but if more than one of such persons vote by proxy, only the vote of the person whose name stands first in the Register of Members or the Depository Register, as the case may be, shall be counted.
10. Any alteration made to this Proxy Form should be initialled by the person who signs it.
11. Any reference to a time of day is made by reference to Singapore time.

General:

The Company shall be entitled to reject any Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to this Proxy Form (including any related attachment). In addition, in the case of Scheme Shareholders whose Scheme Shares are entered against their names in the Depository Register, the Company may reject any Proxy Form if the Scheme Shareholder, being the appointor, is not shown to have Scheme Shares entered against the Scheme Shareholder's name in the Depository Register as at 72 hours before the time appointed for holding the Scheme Meeting, as certified by CDP to the Company.