APPENDIX DATED 21 JUNE 2017

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt about this Appendix, or the action you should take, you should consult your stockbroker, bank manager, solicitor or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of YuuZoo Corporation Limited (the "**Company**"), you should at once hand this Appendix to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix.

YUUZOO CORPORATION LIMITED

(Incorporated in Bermuda)
(Company Registration Number: 36658)

APPENDIX TO SHAREHOLDERS

in relation to:

THE PROPOSED RENEWAL OF THE YUUZOO IPT MANDATE

The purpose of this Appendix is to provide Shareholders with information pertaining to, and to explain the rationale for the proposed renewal of the YuuZoo IPT Mandate (as defined in this Appendix) to be tabled at the Annual General Meeting of the Company to be held on 7 July 2017 at 31 International Business Park Singapore 609921 at 11 a.m.

The Notice of the Annual General Meeting and the Proxy Form are enclosed with the Annual Report.

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In this Appendix, the following definitions apply throughout unless otherwise stated.

"AGM"	:	An annual general meeting of the Company
"associate"	:	Has the meaning ascribed to it in paragraph 2.3.5 of this Appendix
"Audit Committee"	:	The audit committee comprising Directors of the Company, duly authorised and appointed by the Board, being (as of the Latest Practicable Date) Mr Cheong Boon Leong Christopher, Mr Mikael Stewen, Mr Anthony Williams, and Mr James Strabo.
"Bermuda Act"	:	The Companies Act 1981 of Bermuda, as modified, supplemented or amended from time to time
"Board"	:	The board of Directors of the Company as at the date of this Appendix
"Bye-laws"	:	The bye-laws of the Company, as amended or modified from time to time
"CDP"	:	The Central Depository (Pte) Limited
"Appendix"	:	This Appendix to Shareholders dated 21 June 2017
"Companies Act"	:	The Companies Act (Chapter 50) of Singapore, as may be amended modified or supplemented from time to time
"Company"	:	YuuZoo Corporation Limited
"control"	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial or operating policies of a company
"controlling shareholder"	:	A person who: (a) holds directly or indirectly 15.0% or more of the total number of issued shares excluding treasury shares in a company; or (b) in fact exercises control over the company
"Directors"	:	The directors of the Company as at the date of this Appendix and each a "**Director**"
"entity at risk"	:	Has the meaning ascribed to it in paragraph 2.3.5 of this Appendix
"FY"	:	Financial year ended or ending 31 December
"Group"	:	The Company and its subsidiaries
"Independent Directors"	:	The Directors who are considered independent in relation to the proposed renewal of the YuuZoo IPT Mandate
"interested person transaction(s)" or "IPTs"	:	Transactions (within the meaning of Chapter 9 of the Listing Manual) between an entity at risk and an interested person
"interested person"	:	A director, chief executive officer, or controlling shareholder of the Company, or an associate (as defined in Chapter 9 of the Listing Manual) of any such director, chief executive officer, or controlling shareholder
"Latest Practicable Date"	:	12 June 2017, being the latest practicable date prior to the printing of this Appendix

"Listing Manual"	:	The Listing Manual of the SGX-ST, as may be amended, modified and/or supplemented from time to time
"Market Day"	:	A day on which the SGX-ST is open for trading in securities
"NTA"	:	Net tangible assets
"Securities Account"	:	The securities account maintained by a Depositor with CDP
"SGM"	:	A special general meeting of the Company
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Shareholders"	:	The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term "**Shareholders**" shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
"Shares"	:	Ordinary shares in the share capital of the Company
"Substantial Shareholders"	:	Persons who have an interest in one or more voting Shares, and the total votes attaching to that Share or those Shares represent not less than 5.0% of the total votes attaching to all the voting Shares in the Company
"YuuZoo IPT Mandate"	:	The general mandate from Shareholders proposed to be renewed by the Company at the AGM pursuant to Chapter 9 of the Listing Manual, permitting the Company, its subsidiaries and associated companies that are entities at risk to enter into the interested person transactions with the YuuZoo Mandated Interested Persons, the terms of which are set out in this Appendix
"YuuZoo Mandated Interested Persons"	:	Mobile FutureWorks, Inc. and Open Mobile Asia Pacific Pte. Ltd. and their subsidiaries and associated companies, including Sandbox Global Company Ltd., which is a subsidiary of Mobile FutureWorks, Inc., and Circle of Champions Inc., which is an associated company of Mobile FutureWorks, Inc.
"YuuZoo Mandated Transaction"	:	Any transaction entered into between the Group and the YuuZoo Mandated Interested Persons
"%" or **"per cent"**	:	Per centum or percentage
"S$" or **"cents"**	:	Singapore dollars and cents, respectively, being the lawful currency of the Republic of Singapore

The term "**Depositor**" shall have the meaning ascribed to it in Section 81SF of the Securities and Futures Act.

Under the Bermuda Act, only those persons who agree to become shareholders of a Bermuda company and whose names are entered on the register of members of such a company are considered members. Accordingly, Depositors holding Shares through CDP would not be recognised as members under Bermuda law as their rights in respect of the Shares under Bermuda law are derived through CDP.

Words importing the singular shall, where applicable, include the plural and *vice versa.* Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons, where applicable, shall include corporations.

The headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the Bermuda Act, the Listing Manual, or any statutory modification thereof and used in this Appendix shall, where applicable, have the meaning assigned to it under the Companies Act, the Bermuda Act, the Listing Manual, or any statutory modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in the tables included in this Appendix between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Appendix may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of day and date in this Appendix shall be a reference to Singapore time and date respectively, unless otherwise stated.

YUUZOO CORPORATION LIMITED

(Incorporated in Bermuda)
(Company Registration Number: 36658)

Directors:
Thomas Zilliacus *(Executive Chairman)*
Anthony Williams *(Independent Non-Executive Director)*
Mikael Stewen *(Independent Non-Executive Director)*
Cheong Boon Leong Christopher *(Independent Director)*
James Strabo *(Independent Director)*

Registered Office:
20 Science Park Road
Science Park 2,
Teletech Park #03-11/14
Singapore 117674

21 June 2017

To: The Shareholders of YuuZoo Corporation Limited

Dear Sir/Madam,

THE PROPOSED RENEWAL OF THE YUUZOO IPT MANDATE

1. INTRODUCTION

1.1 We refer to the Notice of the Annual General Meeting (the "**AGM**") of the Shareholders of the Company dated 21 June 2017 (the "**Notice of AGM**") convening the AGM to be held on 7 July 2017 and Ordinary Resolution No. 9 under the heading of "Special Business" set out in the Notice of AGM.

1.2 The purpose of this Appendix is to explain the reasons for, and provide the Shareholders with, relevant information pertaining to the proposed renewal of the YuuZoo IPT Mandate to be tabled at the AGM and to seek Shareholders' approval for the resolution relating to the same.

1.3 The SGX-ST assumes no responsibility for the contents of this Appendix, including the accuracy, completeness or correctness of any of the information, statements or opinions made, or reports contained in this Appendix.

2. THE PROPOSED RENEWAL OF THE YUUZOO IPT MANDATE

2.1 Background

2.1.1 At the special general meeting of the Company held on 27 May 2016, approval of the Shareholders was obtained for the YuuZoo IPT Mandate, to enable the Company, its subsidiaries and associated companies that are entities at risk to enter into certain interested person transactions with the classes of interested persons.

2.1.2 The YuuZoo IPT Mandate was expressed to take effect, unless revoked or varied by the Company in general meeting, until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier. Therefore, the Directors are seeking approval from Shareholders for the proposed renewal of the YuuZoo IPT Mandate at the AGM.

2.1.3 The rationale and benefits for, the scope, the review procedures and the classes of interested persons in respect of the proposed renewal of the YuuZoo IPT Mandate are set out below. The YuuZoo IPT Mandate, if renewed, will be subject to the validity period as set out in paragraph 2.6.

2.2 Categories of IPTs

The YuuZoo Mandated Transactions, which will be covered by the proposed renewal of the YuuZoo IPT Mandate, relate to the provision of recurrent transactions (such as the purchase and

sale of products and services in the normal course of the Group's business) of a revenue or trading nature or which are necessary for its day-to-day operations (but not in respect of the purchase or sale of assets, undertakings or business which are not part of its day-to-day operations) comprising the following:

Provision of services by the Group to YuuZoo Mandated Interested Persons:

(a) the development and delivery of networks, in part or in whole, as specified by the YuuZoo Mandated Interested Persons, including the sharing of the net revenue generated from the client branded networks;

(b) implementation of the desired network designed and management of the storefront displaying the content;

(c) hosting the network and all content, collection and billing of revenue from the wireless operators or carriers or any other billing partner which the Group may choose to use; and

Provision of services by YuuZoo Mandated Interested Persons to the Group:

(d) design support for games, production of games and deployment of a compelling game experience and joint development of (features of) mobile and/or online games.

2.3 Proposed renewal of the YuuZoo IPT Mandate

2.3.1 Chapter 9 of the Listing Manual governs transactions in which a listed company or any of its subsidiaries or associated companies enters into or proposes to enter into with a party who is an interested person of the listed company. The purpose is to guard against the risk that interested persons could influence the listed company, its subsidiaries or associated companies to enter into transactions with it that may adversely affect the interests of the listed company or its shareholders.

2.3.2 Under Chapter 9 of the Listing Manual, where there is a transaction between an interested person and an entity at risk, and the value of the transaction alone or in aggregation with other transactions conducted with the same interested person during the financial year reaches or exceeds certain materiality thresholds (which are based on the listed company's latest audited consolidated NTA), unless the transaction is excluded as described below, the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholder's approval for the transaction.

In particular, an immediate announcement is required under Rule 905 of the Listing Manual for an interested person transaction of a value equal to, or exceeding:

(a) 3.0% of the listed company's latest audited consolidated NTA; or

(b) 3.0% of the listed company's latest audited consolidated NTA, when aggregated with the values of all other transactions entered into with the same interested person (as construed under Chapter 9 of the Listing Manual) during the same financial year.

Further, shareholders' approval is required under Rule 906 of the Listing Manual for an interested person transaction of a value equal to, or exceeding:

(a) 5.0% of the listed company's latest audited consolidated NTA; or

(b) 5.0% of the listed company's latest audited consolidated NTA, when aggregated with the values of all other transactions entered into with the same interested person (as construed under Chapter 9 of the Listing Manual) during the same financial year.

These requirements do not apply to transactions that are below S$100,000 in value or certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested person and hence are excluded from the ambit of Chapter 9 of the Listing Manual.

2.3.3 For illustrative purposes, based on the latest audited consolidated financial statements of the Company and the Group for FY2016, the consolidated NTA of the Group was S$48,093,000. Accordingly, in relation to the Group, for the purpose of Chapter 9 of the Listing Manual, in the current financial year, Shareholders' approval is required where:

(a) the interested person transaction is of a value equal to, or more than, approximately S$2,405,000, being 5.0% of the latest audited consolidated NTA of the Group; or

(b) the interested person transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, approximately S$2,405,000, being 5.0% of the latest audited consolidated NTA of the Group.

2.3.4 Rule 920 of the Listing Manual, however, allows a listed company to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not for the purchase or sale of assets, undertakings or businesses) which may be carried out with the listed company's interested persons. Transactions conducted under such a mandate are not subject to Rule 905 and Rule 906 of the Listing Manual. A general mandate is subject to annual renewal.

2.3.5 For the purposes of Chapter 9 of the Listing Manual:

(a) an "**entity at risk**" means:

(i) the listed company;

(ii) a subsidiary of the listed company that is not listed on the SGX-ST or on an approved exchange; or

(iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the "**listed group**"), or the listed group and its interested person(s), has control over the associated company;

(b) an "**interested person**" means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder;

(c) an "**associate**" in relation to an interested person who is a director, chief executive officer or controlling shareholder, includes an immediate family member (that is, the spouse, child, adopted child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the director/his immediate family, the chief executive officer/his immediate family or the controlling shareholder/his immediate family is a beneficiary, or in the case of a discretionary trust, is a discretionary object, and any company in which the director/his immediate family, the chief executive officer/his immediate family or the controlling shareholder/his immediate family has or have an aggregate interest (directly or indirectly) of 30.0% or more, and, where a controlling shareholder is a corporation, its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30.0% or more;

(d) an "**associated company**" means a company in which at least 20.0% but not more than 50% of its shares are held by the listed company or group;

(e) an "**approved exchange**" means a stock exchange that has rules which safeguard the interest of shareholders against interested person transactions according to similar principles as Chapter 9;

(f) an "**interested person transaction**" means a transaction between an entity at risk and an interested person; and

(g) a "**transaction**" includes the provision or receipt of financial assistance; the acquisition, disposal or leasing of assets; the provision or receipt of services; the issuance or subscription of securities; the granting of or being granted options; and the establishment of joint ventures or joint investments, whether or not entered into in the ordinary course of business, and whether entered into directly or indirectly.

2.3.6 In view of the above, the Company wishes to seek the approval of Shareholders for the proposed renewal of the YuuZoo IPT Mandate in respect of future transactions that the Group may enter into with the YuuZoo Mandated Interested Persons, as more particularly set out in paragraph 2.2 of this Appendix.

2.3.7 Given that the transactions with the YuuZoo Mandated Interested Persons are expected to be recurrent transactions and may occur at any time, the proposed renewal of the YuuZoo IPT Mandate will allow the Group to undertake such transactions in a more expeditious manner.

2.3.8 For the avoidance of doubt, there will be no sale or purchase of any assets, undertakings or businesses within the scope of the proposed renewal of the YuuZoo IPT Mandate. The proposed renewal of the YuuZoo IPT Mandate will also not cover any transaction by any entity in the Group with an interested person where such transaction is below S$100,000 in value as the threshold and aggregation requirements of Chapter 9 of the Listing Manual would not apply to such transactions. Finally, transactions with other interested persons (other than the classes of interested persons detailed in paragraph 2.4 below) that do not fall within the ambit of the proposed renewal of the YuuZoo IPT Mandate will be subject to the relevant provisions of Chapter 9 of the Listing Manual and/or other applicable provisions of the Listing Manual.

2.4 Classes of Interested Persons

The proposed renewal of the YuuZoo IPT Mandate will apply to transactions which are carried out between the Group and the YuuZoo Mandated Interested Persons:

(a) **Mobile FutureWorks Inc.**

Mobile FutureWorks Inc. is engaged in the business of developing and investing into companies in the digital space. Mobile FutureWorks Inc. is a Substantial Shareholder of the Company. Mr Thomas Zilliacus, Executive Chairman of the Company, also owns 100% of the issued and paid-up share capital of Asia Pacific Strategies Alliances Group Inc., which in turn owns 95% of the issued and paid-up share capital of Mobile FutureWorks Inc. Mobile FutureWorks Inc. is therefore an associate of Mr Thomas Zilliacus and is regarded as an interested person of the Group.

(b) **Open Mobile Asia Pacific Pte. Ltd.**

Open Mobile Asia Pacific Pte. Ltd is engaged in the business of developing and investing into companies in the digital space. Mr Thomas Zilliacus, Executive Chairman of the Company, owns 100% of the issued and paid up share capital of Open Mobile Asia Pacific

Pte. Ltd. Open Mobile Asia Pacific Pte. Ltd. is therefore an associate of Mr Thomas Zilliacus and is regarded as an interested person of the Group.

(c) **Sandbox Global Company Ltd.**

Sandbox Global Company Ltd. is engaged in the business of project based game development. Mobile FutureWorks Inc. owns 80% of the issued and paid-up share capital of Sandbox Global Company Ltd. while Mr. Thomas Zilliacus, the Executive Chairman of the Company, and Open Mobile Asia Pacific Pte. Ltd own 10% of the issued and paid-up share capital of Sandbox Global Company Ltd each. Sandbox Global Company Ltd. is therefore an associate of Mr Thomas Zilliacus and Mobile FutureWorks Inc. and is regarded as an interested person of the Group.

(d) **Circle of Champions Inc.**

Circle of Champions Inc. is a game developer and publisher specialising in sports. Mobile FutureWorks Inc. owns 50% of the issued and paid up share capital of Circle of Champions Inc. Circle of Champions Inc. is therefore an associate of Mr. Thomas Zilliacus, the Executive Chairman of the Company and Mobile FutureWorks Inc and is regarded as an interested person of the Group.

For the avoidance of doubt, the YuuZoo Mandated Interested Persons will cover subsidiaries and associated companies of Mobile FutureWorks and Open Mobile.

2.5 Rationale for and benefits of the proposed renewal of the YuuZoo IPT Mandate

The Company is proposing the renewal of the YuuZoo IPT Mandate, pursuant to Chapter 9 of the Listing Manual, to enable the Company and its subsidiaries, which are considered to be "entities at risk", to enter, in the ordinary course of business, into certain types of transactions with specified classes of interested persons, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such transactions as set out in paragraph 2.8. The proposed renewal of the YuuZoo IPT Mandate will:

2.5.1 facilitate entry into the IPTs with the specified classes of interested persons in the ordinary course of the Group's businesses; and

2.5.2 eliminate the need for the Company to convene separate general meetings on each occasion, pursuant to the financial limits imposed under Chapter 9 of the Listing Manual, to seek Shareholders' approval as and when such transactions with interested persons arise, thereby:

(a) reducing substantially the administrative time, inconvenience and costs associated with the convening of such meetings; and

(b) enabling the Group to maintain its overall competitiveness and not be placed at a disadvantage to other parties that do not require Shareholders' approval to be obtained for entering into such transactions, particularly given the time-sensitive nature of such transactions.

2.6 Validity of the YuuZoo IPT Mandate

2.6.1 If approved by Shareholders at the AGM, the YuuZoo IPT Mandate will take effect from the date of receipt of Shareholders' approval, and will (unless revoked or varied by the Company in a general meeting) continue to be in force until the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, and will apply to IPTs entered into from the date of receipt of the Shareholders' approval. Approval from Shareholders will be sought for the renewal of the YuuZoo IPT Mandate at each subsequent annual general meeting of the Company, subject to satisfactory review by the Audit Committee of its continued application to the IPTs.

2.7 Disclosures

2.7.1 Pursuant to Chapter 9 of the Listing Manual, the Company will disclose in its annual report the aggregate value of the IPTs conducted under the YuuZoo IPT Mandate during the financial year, and in the annual reports for the subsequent financial years during which the YuuZoo IPT Mandate is in force.

2.7.2 In addition, the Company will announce the aggregate value of IPTs conducted pursuant to the YuuZoo IPT Mandate for the financial periods which it is required to report on within the time required for the announcement of such report. These disclosures will be in the form set out in the Listing Manual.

2.8 Guidelines and review procedures for the YuuZoo Mandated Transactions

2.8.1 Guidelines and review procedures for the YuuZoo Mandated Transactions

To ensure that the YuuZoo Mandated Transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders, the Company has put in place the following guidelines and review procedures for the YuuZoo Mandated Transactions under the YuuZoo IPT Mandate:

(a) Any YuuZoo Mandated Transactions where services are provided by the Group to the YuuZoo Mandated Interested Persons shall be on pricing and terms which are no more favourable to the YuuZoo Mandated Interested Persons than the usual commercial terms and prevailing market rates extended to unrelated third parties. Likewise, any YuuZoo Mandated Transactions where services are provided by the YuuZoo Mandated Interested Persons to the Group shall be on pricing and terms which are no less favourable than the usual commercial terms and prevailing market rates extended by the YuuZoo Mandated Interested Persons to unrelated third parties. The aforementioned shall be done, *inter alia*, through obtaining quotes for comparable services from comparable companies. The comparisons shall be made after taking into account the relevant factors such as, the value of the contract, delivery schedules, the nature of the services to be provided, customer requirements and specifications, preferential rates, discounts, commissions, duration and/or other relevant specifications of the contract.

Where the prevailing market rates are not available for comparison, the pricing and terms of the YuuZoo Mandated Transactions (whether these are services provided by the Group to the YuuZoo Mandated Interested Persons, or services provided by the YuuZoo Mandated Interested Persons to the Group, or both of the foregoing) will be reviewed by the Audit Committee and the Audit Committee will determine whether they are consistent with the Group's usual business practices and whether they are arms-length deals on market terms beneficial for and in the best interests of the Group. The YuuZoo Mandated Transactions shall be beneficial to the interests of the Group after taking into account factors such as, but not limited to, the value of the contract, delivery schedules, the nature of the services to be provided, customer requirements and specifications, preferential rates, discounts, commissions, duration and/or other relevant specifications of the contract.

(b) Before entering into any YuuZoo Mandated Transaction, all such transactions equal to and above S$100,000 in value will be subject to review and pre-approval by the Audit Committee.

In the event that any member of the Audit Committee has an interest in any YuuZoo Mandated Transaction under consideration for approval, he shall abstain from reviewing and approving the YuuZoo Mandated Transaction. Such transaction will be reviewed and approved by the remaining members of the Audit Committee (each having no interest, direct or indirect, in the YuuZoo Mandated Transaction).

2.8.2 Additional guidelines and review procedures

In addition to the guidelines and review procedures set out in paragraph 2.8.1 above, the Company will implement the following supplementary procedures to ensure that the YuuZoo Mandated Transactions carried out under the YuuZoo IPT Mandate are undertaken on an arm's length basis and on normal commercial terms.

(a) Maintain a register of YuuZoo Mandated Interested Persons and YuuZoo Mandated Transactions

The Group's Head of Internal Audit will be responsible for maintaining and updating a register of all transactions carried out with the YuuZoo Mandated Interested Persons, including those of value below S$100,000. The basis for entering into the YuuZoo Mandated Transactions will also be recorded in the register.

On a quarterly basis, the Group's Head of Internal Audit will submit to the Audit Committee a report detailing all the YuuZoo Mandated Transactions entered into by the Group and the basis for such transactions.

(b) Review by Audit Committee

The Audit Committee will review all the internal audit reports to ensure that the established guidelines and review procedures for the YuuZoo Mandated Transactions have been complied with and the relevant approvals have been obtained.

The Audit Committee will also review, on a quarterly basis, the established guidelines and review procedures of the YuuZoo Mandated Transactions, and determine if such guidelines and review procedures continue to be adequate and/or are commercially practicable in ensuring that the YuuZoo Mandated Transactions are conducted on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders. If the Audit Committee is of the view that the guidelines and review procedures have become inappropriate or insufficient to meet such objectives, the Company will seek a fresh mandate from Shareholders based on new guidelines and review procedures for the YuuZoo Mandated Transactions.

(c) Review by internal auditors

The Group will incorporate a review of all YuuZoo Mandated Transactions in its internal audit plan. The internal auditors will review the YuuZoo Mandated Transactions to check that the relevant approvals have been obtained and the guidelines and review procedures for the YuuZoo Mandated Transactions have been adhered to. The internal auditors will forward their review reports to the Audit Committee.

(d) Review by external auditors

The Group's external auditors will review the YuuZoo Mandated Transactions on a sampling basis as part of the Group's annual audit. The external auditors will report to the Audit Committee any non-compliance issues noted from the reviews.

2.9 Statement of the Audit Committee

2.9.1 The Audit Committee, having considered, *inter alia*, the review procedures for the interested person transactions and the reviews to be made periodically by the Audit Committee in relation thereto, has confirmed that the methods or review procedures set out above for determining transaction prices in respect of the YuuZoo Mandated Transactions has not changed since the special general meeting held on 27 May 2016. The Audit Committee is of the view that the guidelines and review procedures for interested person transactions, as well as the quarterly reviews to be made by the Audit Committee in relation thereto, if adhered to, are sufficient to ensure that the IPTs will be

conducted on normal commercial terms and would not be prejudicial to the interests of the Company and its minority Shareholders.

2.9.2 If the Audit Committee is of the view that the established guidelines, methods, procedures and/or review procedures above become inappropriate or insufficient to ensure that the YuuZoo Mandated Transactions are carried out on normal commercial terms and may be prejudicial to the Company and its minority Shareholders, the Company will obtain a fresh mandate from Shareholders based on new internal controls and review procedures for transactions with the Interested Persons. In the meantime, all interested person transactions are to be approved by the Audit Committee.

2.9.3 An independent financial adviser's opinion is not required for the proposed renewal of the YuuZoo IPT Mandate under Rule 920(1)(c) of the Listing Manual.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders in the Shares are set out below:

	Direct Interest (No. of Shares)	Deemed Interest (No. of Shares)	Total Interest (%)[1]
Directors			
Thomas Henrik Zilliacus[2]	7,796,677	171, 507,764	23.22
Anthony Williams	1,058,609	-	0.14
Mikael Stewen	-	1,944,000	0.25
Cheong Boon Leong Christopher	-	-	-
James Strabo	-	-	-
Substantial Shareholders			
Mobile FutureWorks Inc[3]	-	171,507,764	22.19
Thomas Hendrik Zilliacus[2]	7,946,677	171,507,764	23.22

Notes:

(1) Calculated based on the Company's issued share capital of 772,750,755 Shares (excluding Treasury Shares) as at the Latest Practicable Date.

(2) Mr Thomas Henrik Zilliacus is deemed interested in 84,055,391 shares held by Mobile Futureworks Inc. through JPMorgan Chase Singapore, 82,707,793 shares held by Mobile Futureworks Inc. through Raffles Nominees (Pte) Ltd and 4,744,580 shares held by Arlington Marble Holdings Inc by virtue of his shareholding in Mobile Futureworks Inc. and Arlington Marble Holdings Inc.

(3) Mobile Futureworks Inc. is deemed interested in 84,055,391 shares held through JPMorgan Chase Singapore, 82,707,793 shares held through Raffles Nominees (Pte) Ltd, and 4,744,580 shares held by Arlington Marble Holdings Inc.

4. DIRECTORS' RECOMMENDATION

As the Company's Executive Chairman, Mr Thomas Zilliacus, is an associate of Mobile FutureWorks Inc., he will abstain from making any recommendations on the proposed renewal of the YuuZoo IPT Mandate to be proposed at the AGM to be held on 7 July 2017.

Save as disclosed above and for any interests in shares, none of the other Directors have any interest, direct and indirect, in the proposed renewal of the YuuZoo IPT Mandate.

Having reviewed and considered the guidelines and review procedures in relation to the YuuZoo IPT Mandate, the rationale for and benefits of the YuuZoo IPT Mandate, the Directors (excluding Mr Thomas Zilliacus) are of the view that the proposed renewal of the YuuZoo IPT Mandate is in the best interests of the Company and recommend that the Shareholders vote in favour of

Ordinary Resolution 9 approving the renewal of the YuuZoo IPT Mandate as set out in the notice of AGM.

Accordingly, the Directors, save for Mr. Thomas Zilliacus, unanimously recommend that Shareholders vote in favour of Ordinary Resolution 9 as set out in the notice of AGM relating to the proposed renewal of the YuuZoo IPT Mandate at the AGM to be convened.

5. ABSTENTION FROM VOTING

In accordance with Rule 919 and Rule 920(1)(b)(viii) of the Listing Manual, the YuuZoo Mandated Interested Persons, namely, Mobile FutureWorks Inc., Open Mobile Asia Pacific Pte. Ltd, Sandbox Global Company Ltd. and Circle of Champions Inc, and Mr. Thomas Zilliacus shall abstain, and shall procure that each of their associates shall abstain from voting in respect of each of their shareholdings in the Company on Ordinary Resolution 9 as set out in the notice of AGM approving the proposed renewal of the YuuZoo IPT Mandate.

Further, Mr. Thomas Zilliacus shall decline, and ensure that his associates decline to accept appointment as proxy/proxies to vote at the AGM in respect of Ordinary Resolution 9 as set out in the notice of AGM relating to the proposed renewal of the YuuZoo IPT Mandate for other Shareholders, unless the Shareholders concerned shall have given specific instructions as to the manner in which his votes are to be cast at the AGM.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the YuuZoo IPT Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Appendix up to and including the date of the AGM:-

(a) the Bye-laws of the Company; and

(b) the annual report of the Company for the financial year ended 31 December 2016.

Yours faithfully
For and on behalf of the Board of Directors of
YUUZOO CORPORATION LIMITED

Thomas Zilliacus
Executive Chairman

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