
NOTICE OF EXTRAORDINARY GENERAL MEETING

MM2 ASIA LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 201424372N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of mm2 Asia Ltd. (the "**Company**") will be held by electronic means on Saturday, 17 December 2022 at 1.30 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolutions set out below.

All capitalised terms in the resolution below shall, unless otherwise defined herein, have the respective meanings ascribed to them in the circular to shareholders of the Company dated 2 December 2022.

Ordinary Resolutions

RESOLUTION 1: THE PROPOSED SUBSCRIPTION BY UOB KAY HIAN PRIVATE LIMITED FOR EXCHANGEABLE BONDS (WITH ATTACHED BUT IMMEDIATELY DETACHABLE WARRANTS)

RESOLVED THAT:

- (a) Subject to and conditional on the passing of Resolution 2, the approval be and is hereby given for the Company to enter into the Proposed Transaction in accordance with the terms and conditions of the Subscription Agreement;
- (b) the directors of the Company and each of them be and are hereby authorised and empowered to implement, effect, complete and do all such acts and things (including without limitation executing all such documents as may be required), and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to this resolution and in connection with the Proposed Transaction;
- (c) pursuant to Section 161 of the Companies Act, and Rule 805(1) and Rule 824 of the Mainboard Rules, approval be and is hereby given (notwithstanding that the issue thereof may take place after the next or ensuing annual or other general meeting of the Company) for:
 - (a) the creation, allotment and issue by the Company of up to 250,000,000 non-listed Warrants, each Warrant carrying the right to subscribe for one (1) Warrant Share at the Warrant Exercise Price during the Warrant Exercise Period, subject to and otherwise in accordance with the terms and conditions endorsed on the Warrant Certificate(s) (the "**Warrant Conditions**");
 - (b) the creation, allotment and issue of such Additional Warrants as may be required or permitted to be issued in accordance with the adjustment events as set out in the Warrant Conditions (any such Additional Warrants to rank *pari passu* with the Warrants and for all purposes to form part of the same series, save as otherwise be provided in the Warrant Conditions);
 - (c) the allotment and issue of, upon exercise of the Warrants, such number of Warrant Shares as may be required or permitted to be allotted and issued to the relevant Warrant holder(s) on the exercise of the Warrants subject to and otherwise in accordance with the Warrant Conditions, such Warrant Shares to be credited as fully paid when issued and ranking for any dividends, rights, allocations or other distributions, the Record Date for which is on or after the relevant Warrant Exercise Date, and, subject as aforesaid, *pari passu* in all other respects with the then existing Shares; and

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- (d) the allotment and issue of, on the same basis as sub-paragraph (iii) above, such additional Warrant Shares as may be required to be allotted and issued on the exercise of any Additional Warrants referred to in sub-paragraph (ii) above, such additional Warrant Shares to be credited as fully paid when issued and ranking for any dividends, rights, allocations or other distributions, the Record Date for which is on or after the relevant Warrant Exercise Date, and, subject as aforesaid, *pari passu* in all other respects with the then existing Shares; and
- (d) the directors of the Company and each of them be and are hereby authorised and empowered to implement, effect, complete and do all such acts and things (including without limitation executing all such documents as may be required), and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to this resolution and in connection with the Proposed Warrants Issue.

RESOLUTION 2: THE PROPOSED TRANSFER OF INTEREST IN MM CONNECT PTE LTD IN THE EVENT THAT THE EXCHANGE RIGHT OR THE REDEMPTION SUBSTITUTE SETTLEMENT IS EXERCISED PURSUANT TO THE PROPOSED TRANSACTION

RESOLVED THAT:

- (a) Subject to and conditional on the passing of Resolution 1, pursuant to Rule 1014 of the Mainboard Rules, approval be and is hereby given for the Company to undertake the proposed transfer of interest in mm Connect Pte Ltd in the event that the Exchange Right or the Redemption Substitution Settlement is exercised pursuant to the proposed transaction (the **“Proposed Transfer”**);
- (b) the Directors be and are hereby authorised to from time to time amend, modify and/or supplement the terms of the Proposed Transfer and/or the Subscription Agreement such Directors or any of them may deem appropriate; and
- (c) the directors of the Company and each of them be and are hereby authorised and empowered to implement, effect, complete and do all such acts and things (including without limitation executing all such documents as may be required), and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to this resolution and in connection with the Proposed Transfer.

By Order of the Board

Melvin Ang Wee Chye
Executive Chairman
2 December 2022

Notes:

1. The Extraordinary General Meeting (**“EGM”**) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **Shareholders will not be allowed to attend the EGM in person.** However, the alternative arrangement has been provided to allow the shareholders to participate and vote at the EGM via electronic means. Printed copies of this Notice and the Circular dated 2 December 2022 will not be sent to members. Instead, this Notice and the Circular dated 2 December 2022 will be sent to members by electronic means via publication on the SGX website at <https://www.sgx.com/securities/company-announcements> and on the Company's website at <https://www.mm2asia.com>.

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2. Alternative arrangements are put in place to allow shareholders to participate in the EGM by:
 - (a) watching or listening to the EGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in paragraphs (3) to (7) below;
 - (b) submitting questions in advance of or “live” at the EGM. Please refer to paragraphs (8) to (13) below for further details; and
 - (c) voting (i) “live” by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM. Please refer to paragraphs (14) to (19) below for further details.

Participation in the EGM via live webcast or live audio feed

3. A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the EGM through a live webcast via mobile phone, tablet or computer (“**Live Webcast**”). In order to do so, the member must pre-register by 1.30 p.m. on 14 December 2022, being seventy-two (72) hours before the time appointed for the EGM (“**Registration Cut-Off Time**”), at the following URL: <https://conveneagm.com/sg/mm2asiaegm2022> (“**MM2 EGM Website**”), to create an account.
4. Following authentication of his/her/its status as a shareholder of the Company, such shareholder will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
5. Shareholders who have pre-registered by the Registration Cut-Off Time in accordance with paragraph (3) above but do not receive the aforementioned email by 1.30 p.m. on 15 December 2022 should contact the Company at the following email address: ir@mm2asia.com, with the following details included:
 - (a) the member’s full name; and
 - (b) his/her/its identification/registration number.
6. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (including those who hold shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme) and who wish to observe and/or listen to the EGM proceedings or submit questions in advance of the EGM, should contact their respective relevant intermediaries (including CPF Agent Banks or SRS Operators) as soon as possible in order to make the necessary arrangements for them to do so.
7. A Depositor shall not be regarded as a member of the Company entitled to observe and/or listen to the EGM proceedings and to exercise his voting rights thereat unless his name appears on the Depository Register as at seventy-two (72) hours before the EGM.

Submission of questions in advance of or “live” at the EGM

8. Shareholders and Investors may submit substantial and relevant textual questions related to the resolution to be tabled for approval for the EGM in advance of, or “live” at, the EGM.

How to submit questions in advance of EGM

9. Shareholders and Investors may submit textual questions in advance of the EGM in the following manner:
 - (a) via the MM2 EGM Website; or
 - (b) by post to the Company’s registered office at 1002 Jalan Bukit Merah, #07-11 Singapore 159456.

All questions submitted in advance of the EGM must be received by the Company no later than 9 December 2022 at 1.30 p.m. to be treated as valid.

10. Shareholders and Investors submitting questions are required to state:
 - (a) their full name as it appears on his/her/its CDP/CPF/SRS records;
 - (b) their identification/registration number; and
 - (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, or SRS), failing which the Company shall be entitled to regard the submission as invalid and not respond to the question(s) submitted.
11. The Company will endeavour to address all substantial and relevant questions relating to the resolution to be tabled for approval at the EGM as received from Shareholders and Investors before the EGM on SGXNET and the Company’s website at mm2 EGM Website at least forty-eight (48) hours prior to the closing date and time for the lodgment of the proxy forms no later than 12 December 2022 at 1.30 p.m. or during the EGM.

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12. The Company will publish the minutes of the EGM on SGXNET and the Company's website within one month after the date of the EGM and the minutes will include the responses to the questions referred to above.

How to submit questions "live" at the EGM

13. Shareholders and Investors may submit textual questions "live" at the EGM in the following manner:
- (a) Shareholders or where applicable, their appointed proxy(ies) and Investors who have pre-registered and are verified to attend the EGM can ask questions relating to the ordinary resolution tabled for approval at the EGM "live" at the EGM, by typing in and submitting their questions through the "live" ask-a-question function via the audio-visual webcast platform during the EGM within a certain prescribed time limit.
 - (b) Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the EGM) to ask questions "live" at the EGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email by the EGM service provider, Convene SG, upon verification of the Proxy Form(s).
 - (c) Shareholders (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) must access the EGM proceedings via the "live" audio-visual webcast in order to ask questions "live" at the EGM, and will not be able to do so via the audio-only stream of the EGM proceedings.
 - (d) The Company will, during the EGM itself, address as many substantial and relevant questions (which are related to the resolution to be tabled for approval at the EGM) which have not already been addressed prior to the EGM, as well as those received "live" at the EGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

Submission of instrument appointing a proxy(ies) to vote, or vote "live", at the EGM

14. Shareholders who wish to exercise their voting rights at the EGM may:
- (a) (where such shareholders are individuals) vote "live" via electronic means at the EGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the EGM)[#] to vote "live" via electronic means at the EGM on their behalf; or

[#] For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the EGM) to vote "live" at the EGM on their behalf.
 - (b) (where such shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.
 - Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who wish to vote "live" at the EGM must first pre-register at the MM2 EGM Website via the URL: <https://conveneagm.com/sg/mm2asiaegm2022>
 - Shareholders (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment for the resolution will be treated as invalid.
15. A member who is not a Relevant Intermediary*, entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the EGM of the Company. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the proxy form. A proxy need not be a member of the Company. The accompanying proxy form for the EGM may be accessed via the MM2 EGM Website, the Company's corporate website at the URL: <http://www.mm2asia.com>, and will also be made available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.
16. A member who is a relevant intermediary may appoint one or more proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
17. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:
- (a) in the electronic format accessible on the MM2 EGM Website;
 - (b) if submitted by post, be lodged at the Company's registered office of the Company at 1002 Jalan Bukit Merah, #07-11 Singapore 159456; or
 - (c) if submitted electronically, be submitted via email to main@zicoholdings.com,
- in either case **by no later than the Registration Cut-Off Time**.

In the case of submission of the Proxy Form other than via the MM2 EGM Website, a member who wishes to submit an instrument of proxy must first 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.

In view of the current COVID-19 situation, members are strongly encouraged to submit completed proxy forms electronically via email.

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18. In the case of submission of the Proxy Form other than via the MM2 EGM Website, the instrument appointing the proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the proxy or proxies is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation. Where the instrument appointing the proxy or proxies 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, failing which the instrument may be treated as invalid.
19. An investor who holds shares under the CPF Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) and wishes to vote, should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes to appoint the Chairman of the EGM as their proxy, at least seven (7) working days before the EGM in order to allow sufficient time for their relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf not less than seventy-two (72) hours before the time for holding the EGM.
20. A Depositor's name must appear on the Depository Register maintained by CDP as at seventy-two (72) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote.

*"Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore 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;
- (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 of Singapore, 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.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.