



YUUZOO CORPORATION LIMITED

(Incorporated in Bermuda)
Company Registration Number 36658

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **YUUZOO CORPORATION LIMITED** (the "Company") will be held at Auditorium, 31 International Business Park Singapore 609921 on Friday, 7 July 2017 at 11:00 am to transact the following business:-

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Auditors' Report thereon. **[Resolution 1]**
- To approve the Director's fees of US\$150,000 for the financial year ending 31 December 2017. (2016: US\$138,000) **[Resolution 2]**
- To re-elect Mr Anthony Williams, a Director retiring pursuant to Bye-Law 86(1) of the Company's Bye-Laws. **[Resolution 3]**
[See Explanatory Note 1]
- To re-elect Mr Cheong Boon Leong Christopher, a Director retiring pursuant to Bye-Law 85(6) of the Company's Bye-Laws. **[Resolution 4]**
[See Explanatory Note 2]
- To re-appoint RT LLP as the Auditors of the Company and to authorize the Directors of the Company to fix their remuneration. **[Resolution 5]**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

7. Share Issue Mandate

To consider and, if thought fit, to pass the following resolution with or without any modifications as Ordinary Resolution:-
"THAT pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), the Directors of the Company be authorised and empowered to:

- issue shares in the Company (the "shares") whether by way of rights, bonus or otherwise; and/or
 - make or grant offers, agreements or options (collectively, the "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution is in force,

provided that:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall be limited as follows:
 - without prejudice to sub-paragraph (1)(B) below, the aggregate number of shares to be issued shall not exceed 50 per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20 per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below) (the "General Limit");
 - in addition to the General Limit, the aggregate number of shares to be issued by way of renounceable rights issues on a pro rata basis (the "Renounceable Rights Issues") shall not exceed 50 per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below) (the "Additional Limit");
 - where an issue of shares is to be issued by way of Renounceable Rights Issues, that issue shall first use the Additional Limit, and in the event that the Additional Limit has been fully used and is insufficient to satisfy that issue, that issue may use the General Limit, but only to the extent of the then remaining General Limit;
 - where an issue of shares is to be issued otherwise than by way of Renounceable Rights Issue, that issue may only use the General Limit, but only to the extent of the then remaining General Limit;
 - an issue of shares that is not for a financing purpose may only use the General Limit, but the number of such shares that may be issued shall be limited to the numerical number of the then remaining Additional Limit;
- the General Limit and the Additional Limit shall not, in aggregate, exceed 100 per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below);
- no shares shall be issued pursuant to this Resolution after 31 December 2018, if on that date the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) exceeds 50 per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below);
- (subject to such calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares that may be issued under sub-paragraphs (1)(A) and (1)(B) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- unless revoked or varied by the Company in a general meeting, such authority shall continue in force 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."
[See Explanatory Note 3] **[Resolution 6]**

8. Increase of Authorised Share Capital

To consider and, if thought fit, to pass the following resolution with or without any modifications as Ordinary Resolution:-
"THAT the authorised share capital of the Company be and is hereby increased from US\$79,220,342.20 representing 792,203,422 shares of US\$0.10 each to US\$109,220,342.20 representing 1,092,203,422 shares of US\$0.10 each, by the creation of additional 300,000,000 new shares of US\$0.10 each ranking *pari passu* in all respects with the existing shares of the Company."
[See Explanatory Note 4] **[Resolution 7]**

9. Renewal of YuuZoo IPT Mandate

To consider and, if thought fit, to pass the following resolution with or without any modifications as Ordinary Resolution:-
"THAT:

- approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, for the Company and its subsidiaries that are entities at risk (as that term is used in Chapter 9 of the Listing Manual), or any of them, to enter into any of the transactions falling within the interested person transactions described in the Appendix to the Annual Report dated 21 June 2017 (the "Appendix") with any party who is of the class of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and not prejudicial to the interest of the Company and the minority shareholders and in accordance with the Company's review procedures for such interested person transactions;
- the approval given in paragraph (1) above (the "YuuZoo IPT Mandate") shall, unless revoked or varied by the Company in general meeting, continue in force 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 the earlier; and
- the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the YuuZoo IPT Mandate."
[See Explanatory Note 5] **[Resolution 8]**

10. Renewal of Grant of Options under the YuuZoo Employee Share Option Scheme to Mr Thomas Zilliacus, the Executive Chairman and Director of the Company, and an associate of a Controlling Shareholder of the Company

To consider and, if thought fit, to pass the following resolution with or without any modifications as Ordinary Resolution:-
"THAT approval be and is hereby given to the Directors of the Company to offer and grant-up to Mr Thomas Zilliacus in accordance with the rules of the YuuZoo ESOS and on the terms set out below, and to allot and issue or deliver from time to time such number of fully paid-up ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted by the Company under the YuuZoo ESOS:

- Date of grant : Within four weeks from the date of the Annual General Meeting
- Number of options granted : Up to 1,500,000
- Exercise Price per option : Such price representing a discount of up to 20% to the Market Price, rounded up to the nearest cent in the event of fractional prices
"Market Price" being the price that is equal to the average of the last dealt prices for a share, as determined by using the last done share price of the Company as published in the SGX website of the three (3) consecutive market days immediately preceding the offer date of that option, rounded up to the nearest whole cent in the event of fractional prices
- Exercise Period of the Options : The period from the day after the second anniversary of the Date of grant to the day falling before the tenth anniversary of the Date of grant

[See Explanatory Note 6] **[Resolution 9]**

Dated this 21st day of June, 2017.

On behalf of the Board
Thomas Zilliacus
Executive Chairman

Notes:

- A member of the Company entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint one proxy or two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
- The instrument appointing a proxy or proxies must be deposited at the office of the Company's Singapore Share Transfer Agent, RHT Corporate Advisory Pte. Ltd, 9 Raffles Place #29-01, Republic Plaza Tower 1, Singapore 048619 not less than 48 hours before the time appointed for holding the Annual General Meeting.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies 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. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney, shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 21 June 2017.

EXPLANATORY NOTES:

- Mr Anthony Williams, upon re-election as a director of the Company, will remain as the Lead Independent Director, the Chairman of the Remuneration Committee, a member of the Audit Committee and the Nominating Committee and will be considered independent. Detailed information on Mr Anthony Williams can be found under the section entitled 'Board of Directors' on page 8 of the Annual Report.
- Mr Cheong Boon Leong Christopher, upon re-election as a director of the Company, will remain as the Chairman of the Audit Committee and will be considered independent. Detailed information on Mr Cheong Boon Leong Christopher can be found under the section entitled 'Board of Directors' on page 9 of the Annual Report.
- The proposed Resolution 6, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting (the "AGM") of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding the aggregate of (i) 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders of the Company (the General Limit); and (ii) additional 50% for Renounceable Rights Issues, of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (the Additional Limit), provided that the total number of shares which may be issued pursuant to (i) and (ii) shall not exceed 100% of the issued shares (excluding treasury shares and subsidiary holdings) at the time Resolution 7 is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.
The authority for this Resolution, if on that date the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) exceeds 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (the "Enhanced Rights Issue Limit"). The Enhanced Rights Issue Limit is aimed at helping companies raise funds expeditiously for expansion activities or working capital. It is subject to the condition that the Company complies with applicable legal requirements including but not limited to provisions in the Companies Act requiring the Company to seek shareholders' approval and disclosure requirements under the Listing Manual on the use of the proceeds as and when the funds are materially disbursed and a status report on the use of proceeds in the annual report; and limitations in any existing mandate from shareholders.
The Board is of the view that the Enhanced Rights Issue Limit is in the interests of the Company and its shareholders as it will allow the Company to raise funds expeditiously.
The Enhanced Rights Issue Limit will be exercised only if the Directors believe that to do so would be likely to promote the success of the Company for the benefit of shareholders as a whole.
- The proposed Resolution 7, if passed, will increase the authorised share capital of the Company from US\$79,220,342.20 to US\$109,220,342.20 by the creation of additional 300,000,000 new shares of US\$0.10 each. This approval is sought pursuant to the Bermuda Companies Act 1981 and the Bye-Laws of the Company.
- The proposed Resolution 8, if passed, will renew the mandate to permit the Company and its subsidiaries or any of them, for the purpose of Chapter 9 of the Listing Manual, to enter into certain interested person transactions with interested persons as described in the Appendix. Please refer to the Appendix for further details.
- The proposed Resolution 9, if passed, will empower the Directors of the Company to issue up to 1,500,000 shares in the Company to Mr Thomas Zilliacus, the Executive Chairman and Director of the Company, who is also a controlling shareholder of the Company, pursuant to the exercise of options to be granted by the Company under the YuuZoo ESOS and on the terms and subject to the conditions set out in Resolution 9.

Rationale for Resolution 9

Mr Thomas Zilliacus has been with the YuuZoo group from its inception. As the seed investor, he played a pivotal role in achieving the listing of the YuuZoo group by way of reverse takeover. Mr Thomas Zilliacus is the Executive Chairman of the Company and was the Chief Executive Officer of the Company until the separation of the functions of Chief Executive Officer and Chairman. He is also an associate of the controlling shareholder of the Company, being Mobile FutureWorks Inc.

As Chief Executive Officer, he was responsible for management of the organisation's overall strategy, including assessing and executing the Company's mergers and acquisitions opportunities. He supervises the Company's investment and fundraising efforts and oversees all significant functions and budget preparation. As Executive Chairman, he focuses on chartering YuuZoo's strategic direction including exploring and evaluating partnership and mergers and acquisitions opportunities.

As at the date of this Notice, Mr Thomas Zilliacus has a total of 6,320,759 options. Pursuant to Rule 845(3) of the Listing Manual, assuming the proposed grant of options to Mr Thomas Zilliacus under Resolution 9 is approved and all options granted to Mr Thomas Zilliacus are issued, the aggregate number of options convertible into shares in the capital of the Company will be 7,820,759 representing 6.75% of the total number of shares available under the YuuZoo ESOS, which does not exceed the limit of ten per centum (10%) of the total number of shares available under the YuuZoo ESOS to each controlling shareholder or his associate.

Voting restrictions

Mr Thomas Zilliacus and his associates shall abstain from voting at the meeting in respect of Resolution 9 above and should not accept nominations as proxies or otherwise for voting at the meeting, in respect of the aforesaid ordinary resolution, unless specific instructions have been given in the proxy form on how the vote is to be cast for the aforesaid resolution.
Shareholders who are also persons eligible to participate in YuuZoo's ESOS should abstain from voting in respect of Resolution 9, and should not accept nominations as proxies or otherwise for voting at the meeting in respect of the said resolution, unless specific instructions have been given in the proxy form on how the vote is to be cast for the aforesaid resolution.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting 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, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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 (collectively, the "Purposes"), (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 or service providers), 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 or service providers) 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