NOTICE IS HEREBY GIVEN that the Annual General Meeting **("AGM")** of Mary Chia Holdings Limited (the "**Company**") will be held at 26 Tai Seng Street, #07-02 J'Forte, Singapore 534057 on Monday, 28 November 2022 at 10.00 a.m. (Singapore Time), to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2022 together with the Auditors' Report thereon. **Resolution 1**

2. To approve the payment of Directors' fees of up to S$150,000 for the financial year ending 31 March 2023 (FY2022: S$105,000). **Resolution 2**

3. To note the retirement of Ms Ng Lee Eng, who retires by rotation pursuant to Article 98 of the Company's Constitution, as a Director of the Company.

4. To re-elect Mr Chay Yiowmin, who retires pursuant to Article 102 of the Company's Constitution, as a Director of the Company. ***[See Explanatory Note (i)]*** **Resolution 3**

5. To note that Mazars LLP will not be seeking re-appointment as auditor of the Company. ***[See Explanatory Note (ii)]***

6. To transact any other ordinary business which may be properly transacted at the AGM.

   6(a) To receive and adopt the re-issued and restated Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2019 together with the Auditors' Report thereon. ***[See Explanatory Note (iii)]*** **Resolution 4**

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:-

7. **Authority to allot and issue shares and convertible securities**

   That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") ("**Catalist Rules**"), the Directors of the Company be authorised and empowered to:

   (a) (i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

   (ii) make or grant offers, agreements or options (collectively, "**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; and/or

   (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus, or capitalisation issues.

   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 that the authority conferred by this Resolution may have ceased to be in force), issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,

provided that:

(1) the aggregate number of Shares to be allotted and issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per cent. (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 (2) below) of which the aggregate number of Shares to be allotted and issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (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 (2) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;

(2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:-

(i) new Shares arising from the conversion or exercise of the convertible securities;

(ii) (where applicable) new Shares arising from exercising of share options or vesting of share awards, provided that share options or share awards were granted (as the case may be) in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(iii) any subsequent bonus issue, consolidation or sub-division of Shares,

provided further that adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

(3) in exercising the authority conferred by this Ordinary Resolution 5, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and

(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held, whichever is the earlier.
[See Explanatory Note (iv)] **Resolution 5**

8. **Authority to issue shares under the Mary Chia Holdings Limited Performance Share Plan 2022**

That the Directors be and are hereby authorised to grant Awards in accordance with the provisions of the Mary Chia Holdings Limited Performance Share Plan 2022 (the **"PSP 2022"**) and to allot and issue from time to time such number of fully paid-up Shares as may be required to be issued or issuable pursuant to the vesting of Awards under the PSP 2022, provided that the aggregate number of shares to be allotted and issued pursuant to the PSP 2022, shall not exceed fifteen per cent. (15%) of the issued Shares of the Company from time to time (excluding Treasury Shares and subsidiary holdings). ***[See Explanatory Note (v)]*** **Resolution 6**

By Order of the Board

Shirley Lim Guat Hua
Company Secretary

11 November 2022

Explanatory Notes:

(i) Ordinary Resolution 3, Mr Chay Yiowmin, will upon re-election as a Director of the Company, continue as Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees and will be considered independent pursuant to Rule 704(7) of the Catalist Rules. Please refer to the Corporate Governance Report on pages 14 to 38 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.

(ii) Mazars LLP has expressed that they will not be seeking re-appointment as auditor of the Company **("Auditor")**. The Company is in the midst of identifying a suitable auditing firm and will make further announcement(s) when the new Auditor has been identified and convene an extraordinary general meeting to obtain shareholders' approval for the appointment of the new Auditor in due course.

(iii) Ordinary Resolution 4 proposed in item 6(a), if passed, will authorise and empower the Directors, Secretary or any person designated by the Company to lodge the requisite notice with the Accounting and Corporate Regulatory Authority **("ACRA").**

The revised financial statement for the financial year ended 31 March 2019 of the Group was to remediate findings by the Accounting and Corporate Regulatory Authority of Singapore on compliance with paragraph 31 of the Singapore Financial Reporting Standards (International) 1-7 *Statement of Cash Flows*. The revisions relate to presentation of dividends paid to non-controlling interest amounting to S$20.6 million under "Cash Flows from Financing Activities" instead of "Cash Flows from Operating Activities". This would result in net cash used in financing activities being S$51.9 million or 65.6% higher, while net cash used in operating activities would be S$8.5 million or 70.6% lower.

(iv) Ordinary Resolution 5 proposed in item 7, if passed, will authorise and empower the Directors of the Company from the date of this AGM until the conclusion of the next AGM 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 earlier, to allot and to issue further Shares and make and grant convertible securities convertible into Shares, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider what would be in the best interests of the Company. The number of Shares and convertible securities that the Directors may issue under this Resolution would not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution. For issue of Shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution. As at 11 November 2022, the Company had no treasury shares and subsidiary holdings.

(v) Ordinary Resolution 6 proposed in item 8, if passed, will empower the Directors to allot and issue shares in the Company of up to a number not exceeding in total fifteen per cent (15%) of the total number of issued shares (excluding Treasury Shares and subsidiary holdings) in the share capital of the Company from time to time pursuant to the vesting of Awards under the PSP 2022.

Notes:

1. The AGM will be held, in a wholly physical format, at 26 Tai Seng Street, #07-02 J'Forte, Singapore 534057 on Monday, 28 November 2022 at 10.00 a.m. (Singapore Time) pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option for shareholders to participate virtually.** No printed copies of this Notice of AGM will be sent to members. Instead, this Notice of AGM will be sent to members by electronic means via publication at the SGXNet at the URL https://www.sgx.com/securities/company-announcements.

2. The Company will be implementing COVID-19 vaccination-differentiated safe management measures at the AGM (i.e., all attendees must be fully vaccinated, recovered from COVID-19 in the past 180 days, or medically ineligible for vaccination) and/or any other safe management measures as may be required or recommended under any regulations, directives, measures or guidelines that may be issued from time to time by any government or regulatory agency in light of the COVID-19 situation in Singapore. Members should check the SGXNet at the URL https://sgx.com/securities/company-announcements for the latest updates.

3. Arrangements relating to attendance at the AGM, submission of questions to the Chairman of the Meeting in advance of, or at, the AGM, addressing of substantial and relevant questions in advance of, or at, the AGM, and voting at the AGM by the member or his/her/its duly appointed proxy(ies), are set out in the accompanying Company's announcement dated 11 November 2022. This announcement may be accessed at the SGXNet at the URL https://www.sgx.com/securities/company-announcements.

4. Each of the resolutions to be put to the vote of members at the AGM (and at any adjournment thereof) will be voted on by way of a poll.

5. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

   (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

   A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

No printed copies of the accompanying proxy form for the AGM will be sent by post to members. The proxy form can be accessed at the SGXNet at the URL https://www.sgx.com/securities/company-announcements.

6. A proxy need not be a member of the Company.

7. Completion and return of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.

8. The instrument appointing proxy(ies) must be submitted to the Company in the following manner:

   (a) if submitted by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or

   (b) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com.

   in either case, not later than 10.00 a.m. on 26 November 2022, being forty-eight (48) hours before the time appointed for holding the AGM.

   A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or sending it by email to any of the two email addresses provided above.

9. The proxy form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Companies Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation.

10. Where the proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

11. A depositor's name must appear in the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the AGM in order for the depositor to be entitled to attend, speak and vote at the AGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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.

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