



mm2 Asia Ltd.

(Company Registration Number: 201424372N)

(Incorporated in Singapore on 20 August 2014)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders of mm2 Asia Ltd. (the "Company") will be held at Six Battery Road, #10-01, Singapore 049909, on 22 July 2015 at 11.30 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue), for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolutions as set out below.

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 6 July 2015.

ORDINARY RESOLUTION 1 - THE PROPOSED ISSUE OF UP TO S\$2,875,000 IN AGGREGATE PRINCIPAL AMOUNT OF CONVERTIBLE NOTES DUE 30 JUNE 2017 (THE "PROPOSED CONVERTIBLE NOTES ISSUE")

That subject to and contingent upon the passing of Resolution 2 set out in this Notice of EGM:

- (a) approval be and is hereby given for the transactions contemplated under the Convertible Note Subscription Agreement, and without prejudice to the generality of the foregoing, authority be and is hereby given to the Directors or any of them to issue the Notes and the Issuer's New Shares arising from the conversion of the Notes, pursuant to Rule 805(1) of the Listing Rules, Section 161 of the Companies Act (Chapter 50) of Singapore, and the Articles of Association of the Company; and
- (b) the Directors and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary or expedient to give effect to this Resolution 1, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.

ORDINARY RESOLUTION 2 - THE PROPOSED CONVERTIBLE NOTES ISSUE TO PAPOF

That subject to and contingent upon the passing of Resolution 1 set out in this Notice of EGM:

- (a) approval be and is hereby given for the Proposed Convertible Notes Issue to PAPOF, on the terms and subject to the conditions of the Convertible Note Subscription Agreement, such issue of Notes being an issue of convertible securities to a substantial shareholder of the Company under Rule 812(2) of the Listing Rules; and
- (b) the Directors and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary or expedient to give effect to this Resolution 2, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.

Note: PAPOF will, and will procure that its associates to, abstain from voting on this Resolution 2 in respect of their shareholding, and will not accept nominations as proxies unless specific instructions have been given in the Proxy Form by the Shareholders appointing them on how they wish their votes to be cast.

By Order of the Board

Ang Wee Chye
Chief Executive Officer and Executive Director
6 July 2015

Notes:-

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her/its stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be deposited at the registered office of the Company at 1002 Jalan Bukit Merah #07-11, Singapore 159456, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.
3. The instrument appointing a proxy or proxies must be signed by appointor or of his 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 seal or under the hand of any officer or attorney duly authorised.

PERSONAL DATA PRIVACY

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