

NOTICE OF ANNUAL GENERAL MEETING



MYP LTD.

(Company Registration No. 200509721C)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of MYP Ltd. (the “**Company**”) will be convened and held by way of electronic means on Friday, 30 July 2021 at 2:30 p.m. (Singapore time) to transact the following business:–

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2021, the Directors’ Statement and the Report of the Auditors thereon. **(Resolution 1)**
2. To approve the payment of Directors’ Fees of S\$285,800 for the financial year ended 31 March 2021. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Article 115 of the Company’s Constitution:–
 - (a) Dr Clement Wang Kai; and **(Resolution 3)**
 - (b) Mr Kishore Prabhakar Sardesai. **(Resolution 4)**

(See Explanatory Note 1)

AS SPECIAL BUSINESS

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

4. **Approval for the continued appointment of Mr Kishore Prabhakar Sardesai as an Independent Director by shareholders in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), which will take effect on 1 January 2022**

That, subject to and contingent upon the passing of Resolution 6 below, in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022):

- (a) the continued appointment of Mr Kishore Prabhakar Sardesai as an Independent Director be and is hereby approved by shareholders; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
 - (i) the retirement or resignation of Mr Kishore Prabhakar Sardesai as a director, or
 - (ii) the conclusion of the third AGM of the Company following the passing of this Resolution. **(Resolution 5)**

(See Explanatory Note 2)



NOTICE OF ANNUAL GENERAL MEETING

5. **Approval for the continued appointment of Mr Kishore Prabhakar Sardesai as an Independent Director by shareholders (excluding the directors and the chief executive officer (“CEO”) of the Company and their respective associates) in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST, which will take effect on 1 January 2022**

That, subject to and contingent upon the passing of Resolution 5 above, in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022):

- (a) the continued appointment of Mr Kishore Prabhakar Sardesai as an Independent Director be and is hereby approved by shareholders (excluding the directors and the CEO of the Company and their respective associates); and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
 - (i) the retirement or resignation of Mr Kishore Prabhakar Sardesai as a director, or
 - (ii) the conclusion of the third AGM of the Company following the passing of this Resolution. **(Resolution 6)**

(See Explanatory Note 2)

6. **Approval for the continued appointment of Mrs Elizabeth Ho Nee Wong Ching Wai as an Independent Director by shareholders in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST, which will take effect on 1 January 2022**

That, subject to and contingent upon the passing of Resolution 8 below, in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022):

- (a) the continued appointment of Mrs Elizabeth Ho Nee Wong Ching Wai as an Independent Director be and is hereby approved by shareholders; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
 - (i) the retirement or resignation of Mrs Elizabeth Ho Nee Wong Ching Wai as a director, or
 - (ii) the conclusion of the third AGM of the Company following the passing of this Resolution. **(Resolution 7)**

(See Explanatory Note 2)

7. **Approval for the continued appointment of Mrs Elizabeth Ho Nee Wong Ching Wai as an Independent Director by shareholders (excluding the directors and the CEO of the Company and their respective associates) in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST, which will take effect on 1 January 2022**

That, subject to and contingent upon the passing of Resolution 7 above, in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022):

- (a) the continued appointment of Mrs Elizabeth Ho Nee Wong Ching Wai as an Independent Director be and is hereby approved by shareholders (excluding the directors and the CEO of the Company and their respective associates); and

NOTICE OF ANNUAL GENERAL MEETING

- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
- (i) the retirement or resignation of Mrs Elizabeth Ho Nee Wong Ching Wai as a director, or
 - (ii) the conclusion of the third AGM of the Company following the passing of this Resolution. **(Resolution 8)**

(See Explanatory Note 2)

8. AUTHORITY TO ALLOT AND ISSUE SHARES

“THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors of the Company to issue and allot new shares (“**Shares**”) in the capital of the Company (whether by way of rights, bonus or otherwise), and/or 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) 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 may, in their absolute discretion, deem fit provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of 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, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the share capital of the Company;
- (b) (subject to such manner of 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-paragraph (a) 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) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of convertible securities;
 - (ii) new Shares arising from the exercise share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

NOTICE OF ANNUAL GENERAL MEETING

- (c) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until:
- (i) the conclusion of the Company's next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier; or
 - (ii) in the case of Shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of such convertible securities." **(Resolution 9)**

(See Explanatory Note 3)

9. To transact any other business which may properly be transacted at an AGM of the Company.

On behalf of the Board

Jonathan Tahir
Executive Chairman and Chief Executive Officer
15 July 2021

Explanatory Notes:-

1. Dr Clement Wang Kai (Non-Executive Director) will, upon re-election as Director of the Company, continue to serve as a member of the Remuneration Committee.

Mr Kishore Prabhakar Sardesai (Independent Non-Executive Director) will, upon re-election as Director of the Company, continue to serve as the Chairman of the Audit Committee and Remuneration Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Detailed information of Dr Clement Wang Kai and Mr Kishore Prabhakar Sardesai can be found under the "Board of Directors" and "Disclosure of Information on Directors seeking re-election pursuant to Rule 720(6) of the Listing Manual of the SGX-ST" sections in the Company's Annual Report 2021.
2. The proposed Ordinary Resolutions 5, 6, 7 and 8 are to seek approval from the members via a two-tier voting process for Mr Kishore Prabhakar Sardesai and Mrs Elizabeth Ho Nee Wong Ching Wai to continue in office as Independent Directors of the Company for a three-year term. Subject to the passing of these resolutions, they will continue to serve as Independent Directors of the Company, until the earlier of their respective retirement or resignation, or the conclusion of the third AGM of the Company following the passing of these resolutions.

In the event that shareholders do not approve the continued appointment of Mr Kishore Prabhakar Sardesai and Mrs Elizabeth Ho Nee Wong Ching Wai as Independent Director of the Company, he/she will be considered as Non-Independent, Non-Executive Director on the Board from 1 January 2022 and the Company will endeavour to appoint additional Independent Directors or replacement Independent Directors in place of Mr Kishore Prabhakar Sardesai and Mrs Elizabeth Ho Nee Wong Ching Wai before 31 December 2021.

Mr Kishore Prabhakar Sardesai (Independent Non-Executive Director) will, upon re-appointment as Director of the Company, continue to serve as the Chairman of the Audit Committee and Remuneration Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Mrs Elizabeth Ho Nee Wong Ching Wai (Independent Non-Executive Director) will, upon re-appointment as Director of the Company, continue to serve as the Chairperson of the Nominating Committee as well as a member of the Audit Committee and Remuneration Committee. She is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Detailed information of Mr Kishore Prabhakar Sardesai and Mrs Elizabeth Ho Nee Wong Ching Wai can be found under the "Board of Directors" and "Disclosure of Information on Directors seeking re-election pursuant to Rule 720(6) of the Listing Manual of the SGX-ST" sections in the Company's Annual Report 2021.
3. The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company from the date of the AGM until the date of the next AGM, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro-rata basis. For the purpose of this resolution, the total number of issued Shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this proposed Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

NOTICE OF ANNUAL GENERAL MEETING

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, 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.

Notes:

1. The AGM is being convened, and will be held, by electronic means 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. **Printed copies of this notice of AGM (the "Notice") will not be sent to members.** Instead, this Notice will be sent to members by electronic means via an announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at the URL <http://myp.com.sg>.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the Company's announcement accompanying this Notice dated 15 July 2021. This announcement may be accessed at the Company's website at the URL <http://myp.com.sg>, and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the various control and safe distancing measures put in place in Singapore to prevent the spread of COVID-19, members will not be able to attend the AGM in person. A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** The accompanying proxy form for the AGM will be announced together with this Notice and may be accessed at the Company's website at the URL <http://myp.com.sg>, and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including CPF and SRS investors, and who wish to participate in the AGM electronically, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

In addition, CPF/SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks/SRS Operators to submit their votes at least seven working days before the AGM, so that the necessary arrangements can be made by the relevant agents for their participating in the AGM.

Members will be able to watch the proceedings of the AGM through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, members who wish to watch the "live" webcast or listen to the "live" audio feed must pre-register at URL <https://conveneagm.com/sg/myp/> ("Registration Link") by **2:30 p.m. (Singapore time) on 27 July 2021** (the "Registration Deadline").

Following successful verification of the identity of Shareholders, authenticated will receive an email by **10.00 a.m. (Singapore time) on 29 July 2021** containing a link to access the "live" webcast or "live" audio feed of the AGM proceedings.

Shareholders must not forward the abovementioned link to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the "live" webcast and/or "live" audio feed. Recording of the "live" webcast and/or "live" audio feed of the proceedings in whatever form is also strictly prohibited.

Shareholders who have registered by the Registration Deadline but do not receive an email by 29 July 2021 should contact the Company's Share Registrar, Tricor Barbinder Share Registration Services, via email at sg.is.enquiry@sg.tricorglobal.com.

4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) via the following URL <https://conveneagm.com/sg/myp/> (the "MYP AGM Website") in the electronic format accessible on the MYP AGM Website; or
 - (b) if submitted by post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #11-02, Singapore 068898; or
 - (c) if submitted electronically, be submitted via email to the Company's Share Registrar at sg.is.proxy@sg.tricorglobal.com,

in either case not less than 72 hours before the time appointed for the AGM.

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 and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.



NOTICE OF ANNUAL GENERAL MEETING

6. The instrument appointing the Chairman of the AGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
7. Where an instrument appointing the Chairman of the AGM as proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
8. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).
9. The Annual Report 2021 may be accessed at the Company's website at the URL <http://myp.com.sg> and on the SGX website at the URL <https://www.sgx.com/securities/annual-reports-related-documents>.
10. Members will not be able to ask questions during the "live" audio-visual webcast or audio-only stream of the AGM. Members who wish to ask questions relating to the resolutions to be tabled at the AGM must complete and submit the questions form for the AGM, which will be announced together with this Notice and may be accessed at the Company's website at the URL <http://myp.com.sg> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
11. The questions form must be submitted to the Company in the following manner by **5:00 p.m. (Singapore time) on 23 July 2021**:
 - (a) via the MYP AGM Website; or
 - (b) if submitted by post, be lodged at the office of the Company's registered office at 9 Battery Road, #09-03 MYP Centre. Singapore 049910; or
 - (c) if submitted electronically, be submitted via email to the Company at agm.questions@myp.com.sg.

A member who wishes to submit the questions form must first download, complete and sign the questions 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 and the related safe distancing measures which may make it difficult for shareholders to submit completed questions forms by post, shareholders are strongly encouraged to submit completed questions forms electronically via email.

12. The Management and the Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members prior to the AGM by publishing the responses to those questions on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://myp.com.sg>. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them during the AGM through the "live" audio-visual webcast and "live" audio-only stream. The Company will publish the minutes of the AGM including the responses to questions from Shareholders within one (1) month after the date of AGM on SGXNET.
13. In the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.