



**mm2 Asia Ltd.**

(Incorporated in the Republic of Singapore)  
(Company Registration Number 201424372N)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of mm2 Asia Ltd. (“**Company**”) will be held at 151 Lorong Chuan, Hope @ New Tech Park (Lobby F), #02-06 Ignite Room, Singapore 556741 on 24 October 2024 (Thursday) at 11.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as in the circular to shareholders dated 9 October 2024 issued by the Company (“**Circular**”).*

Shareholders should note that:

- (a) **Ordinary Resolutions 2, 3, 4 and 5 are conditional on Ordinary Resolution 1.** This means that if Ordinary Resolution 1 is not approved, Ordinary Resolutions 2, 3, 4 and 5 will not be deemed to be duly passed. Ordinary Resolutions 2, 3, 4 and 5 are conditional on Ordinary Resolution 1 as the Proposed Issue of Placement Shares to V3 Brands, the Proposed Issue of Placement Shares to V3 Capital Investments, the Proposed Transfer of Controlling Interest to V3 Group, and the Proposed Transfer of Controlling Interest to Mr Ron Sim can only be completed if the Proposed Placement is approved;
- (b) **Ordinary Resolutions 4 and 5 are conditional on Ordinary Resolutions 2 and 3.** This means that if Ordinary Resolutions 2 and 3 are not approved, Ordinary Resolutions 4 and 5 will not be deemed to be duly passed. Ordinary Resolutions 4 and 5 are conditional on Ordinary Resolutions 2 and 3 as the Proposed Transfer of Controlling Interest to V3 Group and the Proposed Transfer of Controlling Interest to Mr Ron Sim can only be completed if the Proposed Issue of Placement Shares to V3 Brands and the Proposed Issue of Placement Shares to V3 Capital Investments are approved;
- (c) the passing of Ordinary Resolution 1 is not conditional on any of the other Ordinary Resolutions; and
- (d) the passing of Ordinary Resolutions 2 and 3 are not conditional on Ordinary Resolutions 4 and 5. If Ordinary Resolutions 4 and 5 are not passed and the Company proceeds with the Proposed Placement, assuming that Ordinary Resolutions 1, 2 and 3 have been passed, the Company, in consultation with the Placement Agent, may still choose to place such number of Placement Shares to the V3 Placees, subject to compliance with Rule 803 of the Listing Manual. Please refer to Section 3.4 and Appendix A of the Circular for further information concerning the Scale Down and the Scale Down Scenario.

**AS ORDINARY RESOLUTIONS:**

**ORDINARY RESOLUTION 1 (THE PROPOSED PLACEMENT)**

**THAT:**

- (a) approval be and is hereby granted for the issue and allotment by the Company of up to 2,352,942,000 Placement Shares at the Placement Price of S\$0.017 per Placement Share, subject to the terms and conditions of the Placement Agreement;

- (b) the Placement Shares shall be issued free from all claims, pledges, mortgages, charges, liens and encumbrances and shall rank in all respects *pari passu* with the then existing issued Shares at the time of issue except that the Placement Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls on or before the date of the issue of the Placement Shares; and
- (c) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company.

**ORDINARY RESOLUTION 2 (THE PROPOSED ISSUE OF PLACEMENT SHARES TO V3 BRANDS LIMITED)**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) approval be and is hereby granted for the issue and allotment by the Company of up to 588,235,000 Placement Shares at the Placement Price of S\$0.017 per Placement Share to V3 Brands, subject to the terms and conditions of the Proposed Placement; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.

**ORDINARY RESOLUTION 3 (THE PROPOSED ISSUE OF PLACEMENT SHARES TO V3 CAPITAL INVESTMENTS PTE. LTD.)**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) approval be and is hereby granted for the issue and allotment by the Company of up to 294,118,000 Placement Shares at the Placement Price of S\$0.017 per Placement Share to V3 Capital Investments, subject to the terms and conditions of the Proposed Placement; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.

**ORDINARY RESOLUTION 4 (THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO V3 GROUP LIMITED)**

**THAT** subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3:

- (a) approval be and is hereby given for the proposed transfer of controlling interest in the Company to V3 Group under Rule 803 of the Listing Manual, pursuant to the allotment and issuance by the Company of up to an aggregate of 882,353,000 Placement Shares to the V3 Placees (subject to the terms and conditions of the Proposed Placement); and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 4 and implement any of the foregoing as they think fit and in the interests of the Company.

## ORDINARY RESOLUTION 5 (THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO MR RON SIM CHYE HOCK)

THAT subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3:

- (a) approval be and is hereby given for the proposed transfer of controlling interest in the Company to Mr Ron Sim under Rule 803 of the Listing Manual, pursuant to the allotment and issuance by the Company of up to an aggregate of 882,353,000 Placement Shares to the V3 Placees (subject to the terms and conditions of the Proposed Placement); and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 5 and implement any of the foregoing as they think fit and in the interests of the Company.

BY ORDER OF THE BOARD  
**mm2 Asia Ltd.**

**Melvin Ang Wee Chye**  
Executive Chairman & Executive Director  
9 October 2024

### Notes:

Unless otherwise defined, all capitalised terms used herein shall have the same meanings as the Circular dated 9 October 2024.

- (1) The EGM will be held, in a wholly physical format, at 151 Lorong Chuan, Hope @ New Tech Park (Lobby F), #02-06 Ignite Room, Singapore 556741 on 24 October 2024 at 11.00 a.m. **There will be no option for Shareholders to participate virtually.**
- (2) The documents and information relating to the EGM (including the Circular, Notice of EGM and Proxy Form) have been made available on SGXNet and the Company's website and may be accessed at the following URLs:
  - (a) <https://www.sgx.com/securities/company-announcements>; and
  - (b) <https://www.mm2asia.com/announcement.php>.

Printed copies of this Circular will NOT be despatched to Shareholders. Nevertheless, printed copies of the Notice of EGM and the Proxy Form will be despatched to Shareholders. Shareholders may request physical copies of this Circular by filling out the Request Form and returning it to the Company by post to the Company's registered office at 1002 Jalan Bukit Merah #07-11 Redhill Industrial Estate Singapore 159456; or if by electronic mail to [ir@mm2asia.com](mailto:ir@mm2asia.com) enclosing a clear scanned completed and signed Request Form, to be received by the Company no later than 17 October 2024.

- (3) Submission of Questions in Advance of the EGM
    - (a) All Shareholders may submit substantial and relevant questions relating to the business of the EGM up till 16 October 2024 at 5.00 p.m. either:
      - (i) via post to Company's registered office at 1002 Jalan Bukit Merah #07-11 Redhill Industrial Estate Singapore 159456; or
      - (ii) via electronic mail to [ir@mm2asia.com](mailto:ir@mm2asia.com).
- Shareholders who submit questions in advance of the EGM should provide their full name, address, contact number, email and the manner in which they hold Shares (if you hold Shares directly, please provide your account number with The Central Depository (Pte) Limited ("CDP"); otherwise, please state if you hold your Shares through the Central Provident Fund ("CPF"), Supplementary Retirement Scheme ("SRS") or other Relevant Intermediary, for our verification purposes.
- (b) The Company will endeavour to address all substantial and relevant questions:
    - (i) (if received by the deadline set out in section 3(a) above) before the EGM, by 19 October 2024 via an announcement on SGXNet and the Company's website; or
    - (ii) (if received after the deadline set out in section 3(a) above) during the EGM.

- (c) The Company will also, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company's website, and the minutes will include the responses to the questions received from Shareholders which were addressed during the EGM.

(4) **Voting**

Shareholders who wish to exercise their voting rights at the EGM may:

- (a) (where the Shareholder is an individual) attend and vote at the EGM; or  
(b) (where the Shareholder is an individual or a corporation) appoint a proxy to vote on their behalf.

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

Shareholders (including Relevant Intermediaries) who wish to vote on any or all of the resolutions at the EGM via proxy must submit a form of proxy to appoint the proxy ("**Proxy Form**"). The Proxy Form must be submitted to the Company in the following manner:

- (a) if submitted by post, be lodged at the office of the Company's registered office at 1002 Jalan Bukit Merah #07-11 Redhill Industrial Estate Singapore 159456; or  
(b) if submitted electronically, be submitted via email to main@zicoholdings.com,

in either case no later than **11.00 a.m. on 21 October 2024, being 72 hours before the time appointed for the EGM.**

A member can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory. A proxy need not be a member of the Company.

In the case of submission of the Proxy Form appointing the Chairman of the EGM as proxy, it must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal or signed on its behalf by an attorney duly authorised in writing or by an authorised officer of the corporation. Where the instrument appointing the Chairman of the EGM as proxy 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.

A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

An investor who holds shares through CPF or SRS and wishes to vote, should approach their respective CPF Agent Banks (i.e. the agent banks approved by CPF) or SRS Operators (i.e. the agent banks included in the SRS) to submit their votes to appoint the Chairman of the EGM as their proxy, at least 7 working days before the EGM (i.e. 15 October 2024).

The name of a Depositor (as defined under Section 81SF of the Securities and Futures Act 2001 of Singapore) must appear on the Depository Register maintained by CDP as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote at the EGM.

The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 on the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

(5) **Voting Results**

An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast at the EGM. The voting results will be announced during the EGM and the Company will also issue an announcement on SGXNet on the results of the resolutions put to vote at the EGM.

"**Relevant Intermediary**" has the same meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

**PERSONAL DATA PRIVACY**

Where a member of the Company submits 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "**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.