CIRCULAR DATED 7 MARCH 2019

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by BM Mobility Ltd. (the "Company"). If you are in any doubt in relation to this Circular or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser(s) immediately.

If you have sold or transferred all your ordinary shares in the capital of the Company ("**Shares**") held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular with the Notice of the Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular with the Notice of the Extraordinary General Meeting and the attached Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your Shares which are not deposited with the CDP, you should immediately forward this Circular with the Notice of the Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee, or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The SGX-ST (as hereinafter defined) assumes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

BM MOBILITY LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 200800853Z)

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED CHANGE OF AUDITORS FROM MESSRS RT LLP TO MESSRS MOORE STEPHENS LLP

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	20 March 2019 at 2.00 p.m.
Date and time of Extraordinary General Meeting	:	22 March 2019 at 2.00 p.m.
Place of Extraordinary General Meeting	:	10 Anson Road #36-05A International Plaza Singapore 079903

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DEFINITIONS

For the purposes of this Circular, the following definitions apply throughout unless the context otherwise requires or otherwise stated:

"**ACRA**"	:	Accounting and Corporate Regulatory Authority of Singapore.
"**AGM**"	:	Annual general meeting.
"**Annual Report 2017**"	:	The annual report of the Company for FY2017.
"**Auditors**"	:	The auditors of the Company for the time being.
"**Audit Committee**"	:	The audit committee of the Company.
"**Board**"	:	The board of directors of the Company for the time being.
"**CDP**"	:	The Central Depository (Pte) Limited.
"**Circular**"	:	The circular to Shareholders dated 7 March 2019.
"**Companies Act**"	:	The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time.
"**Company**"	:	BM Mobility Ltd.
"**Directors**"	:	The directors of the Company for the time being.
"**EGM**"	:	The extraordinary general meeting of the Company, notice of which is given on pages 10 to 11 of this Circular.
"**FY2017**"	:	The financial year ended 31 December 2017.
"**FY2018**"	:	The financial period of 15 months from 1 January 2018 to 31 March 2019.
"**Group**"	:	The Company and its subsidiaries.
"**Latest Practicable Date**"	:	The latest practicable date prior to the printing of this Circular, being 22 February 2019.
"**Listing Manual**"	:	The listing manual of the SGX-ST, as amended or modified from time to time.
"**Moore Stephens**"	:	Messrs Moore Stephens LLP.
"**Ordinary Resolution**"	:	The Ordinary Resolution as set out in the notice of EGM on pages 10 to 11 of this Circular.
"**Proposed Change of Auditors**"	:	The proposed change of auditors of the Company from RT LLP to Moore Stephens.
"**Proxy Form**"	:	The proxy form in respect of the EGM as set out in this Circular.
"**RT LLP**"	:	Messrs RT LLP, the current auditors of the Company.
"**SFA**"	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended or modified from time to time.

"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited.
"**Shareholders**"	:	Registered holders of Shares except that where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares and where the context admits, mean the Depositors whose securities accounts are credited with Shares.
"**Shares**"	:	Ordinary shares of the Company.
"**Warrants**"	:	The 877,367,464 warrants (constituted under the deed poll dated 15 January 2018) which are outstanding and exercisable any time during the period commencing from 14 February 2018 to 13 February 2021 at an exercise price of S$0.01 for each warrant.
"**%**" or "**per cent.**"	:	Per centum or percentage.

The terms "**Depositor**", "**Depository**" and "**Depository Register**" shall have the meanings ascribed to them respectively in the SFA.

The term "**subsidiary**" shall have the meaning ascribed to it by Section 5 of the Companies Act. The terms "**associate**" and "**associated company**" shall have the meanings ascribed to them in the Listing Manual.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

BM MOBILITY LTD.
(Incorporated in the Republic of Singapore)
Company Registration No. 200800853Z

Board:

Koo Ah Seang *(Executive Chairman)*
Tay Wee Kwang *(Executive Director and Chief Executive Officer)*
Soh Beng Keng *(Non-Executive Lead Independent Director)*
Loh Ji Kin *(Non-Executive Independent Director)*
Geoffrey Ng Ching Fung *(Non-Executive Independent Director)*

Registered Office:

8 Robinson Road
#03-00 ASO Building
Singapore 048544

Date: 7 March 2019

To: The Shareholders of BM Mobility Ltd.

Dear Sir/Madam,

PROPOSED CHANGE OF AUDITORS FROM RT LLP TO MOORE STEPHENS

1. Introduction

The Directors would like to seek Shareholders' approval for the Proposed Change of Auditors from RT LLP to Moore Stephens. The purpose of this Circular is to provide Shareholders with relevant information relating to the Proposed Change of Auditors, including the rationale for the Proposed Change of Auditors, and to seek Shareholders' approval for the same at the forthcoming EGM. The notice of EGM is set out on pages 10 to 11 of this Circular.

2. Information on the Proposed Change of Auditors

2.1. The Rationale for the Proposed Change of Auditors

The Company's existing Auditors, RT LLP have been Auditors of the Company since the financial year ended 31 December 2014. RT LLP were last re-appointed at the AGM of the Company held on 26 April 2018 to hold office until the conclusion of the next AGM of the Company.

Given the recent restructuring of the Group, the Board is of the view that it would be timely to rotate and change the external auditors. The Directors have determined, in consultation with the Audit Committee, that the proposal from Moore Stephens best meets the needs and requirements of the Group. Following an evaluation of several proposals, Moore Stephens was selected for the proposed appointment of auditors, after considering the Audit Quality Indicators Disclosure Framework issued by ACRA, including the adequacy of the resources and experience of Moore Stephens and the audit engagement partner assigned to the audit, other audit engagements of Moore Stephens, the Group's audit requirements, the size and complexity of the Group and the number and experience of supervisory and professional staff to be assigned to the audit. As such, the Board has recommended the appointment of Moore Stephens as auditors of the Company in place of RT LLP in respect of FY2018.

The Board is of the view that as a matter of good corporate governance, it would be appropriate to periodically rotate auditors to enable the Company to benefit from fresh perspectives and the views of another professional audit firm and thereby further enhance the value of the audit.

The scope of audit services to be provided by Moore Stephens will be comparable to, and would not result in a reduction of the scope of audit services currently provided by RT LLP. Subject to the approval by Shareholders of the Proposed Change of Auditors at the EGM, (a) Moore Stephens will be engaged to audit the accounts of the Company and its Singapore-incorporated subsidiaries; and (b) the relevant member firms of Moore Stephens International Limited will be engaged to audit the Company's significant foreign-incorporated subsidiaries.

The Board is of the view that the Company would be in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the proposed appointment of Moore Stephens.

The appointment of Moore Stephens as the auditors of the Company will be effective from the date of approval by Shareholders at the EGM. Upon appointment, Moore Stephens will hold office until the conclusion of the next AGM of the Company.

2.2. **Information on Moore Stephens and the Audit Engagement Partner**

Moore Stephens has been established in Singapore for more than 25 years. Since then, they have grown, together with their associate firms, to a leading accountancy and consulting association with 18 partners and directors and some 200 employees.

Moore Stephens is a member firm of Moore Stephens International Limited, which is regarded as one of the world's leading accounting and consulting associations with 667 offices in 105 countries and more than 27,000 partners and professionals with billings in excess of US$2.6 billion per annum.

Moore Stephens provides services to a diverse range of clients, from large corporations, listed companies to private businesses, entrepreneurs and individuals across a broad array of industry sectors.

Mr Ng Chiou Gee, Willy is the designated audit engagement partner who will be assigned to the audit of the Company. Mr Willy Ng has almost 25 years of experience in the audit profession, with extensive experience in the audit engagements of public listed entities including Trading and Retail, Manufacturing, Shipping and Logistics, Construction and Real Estate, Oil and Gas, Energy and Mining, Information Technology, Communications and Entertainment, and Hospitality and Services. His clients include numerous public listed companies and multinational corporations with operations in the South East Asia region, as well as Australia, Canada, China, Norway, Russia, Taiwan and the United States of America.

Mr Willy Ng has vast experience conducting internal audit assignments and has been involved in a number of special assignments including due diligence, special reviews, valuations, and initial public offerings/reverse takeovers. Mr Willy Ng is a fellow member of the Association of Chartered Certified Accountants (ACCA) and a practicing member of the Institute of Singapore Chartered Accountants (ISCA). He is also the Head of China Services at Moore Stephens which services clients with major operations or key subsidiaries operating in China. The recent Practicing Monitoring Programme undertaken was in 2016 and no restriction has been placed on Mr Willy Ng to continue to audit the financial statements of public listed entities.

For more information about Moore Stephens, please visit its website at https://sg.moorestephens.com.

2.3. **Confirmation of the Company**

2.3.1 In accordance with the requirements of Rule 1203(5) of the Listing Manual, the Company confirms that:

(a) RT LLP, the outgoing Auditors, have confirmed, by way of their letter to Moore Stephens dated 1 November 2018, that they are not aware of any professional reasons why Moore Stephens should not accept the appointment as auditors of the Company;

(b) there were no disagreements with the outgoing Auditors, RT LLP, on accounting treatments within the last 12 months;

(c) save as disclosed in this Circular, it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders;

(d) the specific reasons for the Proposed Change of Auditors are set out in Section 2.1 above; and

(e) it complies with Rule 712 and Rule 715 of the Listing Manual in relation to the proposed appointment of Moore Stephens.

2.3.2 Moore Stephens had on 1 November 2018 received a notice from RT LLP informing Moore Stephens, among others, that RT LLP had applied to ACRA to seek its consent to resign as Auditors of the Company. On 13 November 2018, RT LLP received notification from ACRA consenting to the resignation of RT LLP as Auditors of the Company.

2.3.3 On 7 November 2018, Moore Stephens had given their written consent to act as auditors of the Company, subject to the approval of the shareholders of the Company at an EGM to be convened for the Proposed Change of Auditors.

2.3.4 On 13 November 2018, the Company received a notice of resignation from RT LLP citing the reasons for its resignation as Auditors of the Company. Pursuant to Section 205AB(5) of the Companies Act, the resignation of RT LLP will take effect on the latest of these dates, (i) on the day on which ACRA notifies RT LLP and the Company of ACRA's consent to the resignation, (ii) on the day fixed by ACRA, or (iii) on the day specified by RT LLP in the notice of resignation.

3. Audit Committee's Statement

The Audit Committee has reviewed the Proposed Change of Auditors and recommends the Proposed Change of Auditors from RT LLP to Moore Stephens, after taking into account the suitability of Moore Stephens, the Group's audit requirements and the requirements of the Listing Manual.

4. Directors' and Substantial Shareholders' Interests

4.1. Directors' Interests

The interests of the Directors in Shares and Warrants, as extracted from the Register of Directors' Shareholdings and Warrant holdings, as at the Latest Practicable Date are set out below:

	Number of Shares			
Director	**Direct Interest**	**%[1]**	**Deemed Interest[2]**	**%[1]**
Koo Ah Seang	82,862,700	15.74	–	–
Tay Wee Kwang	68,101,000	12.94	–	–
Soh Beng Keng	200,000	0.04	–	–
Loh Ji Kin	–	–	–	–
Geoffrey Ng Ching Fung	–	–	–	–

	Number of Warrants			
Director	**Direct Interest**	**%[1]**	**Deemed Interest[2]**	**%[1]**
Koo Ah Seang	56,167,900	6.40	–	–
Tay Wee Kwang	49,302,000	5.62	–	–
Soh Beng Keng	400,000	0.05	–	–
Loh Ji Kin	–	–	–	–
Geoffrey Ng Ching Fung	–	–	–	–

Notes:

(1) Based on the total number of 526,412,732 issued Shares as at the Latest Practicable Date. There are no Shares held in treasury as at the Latest Practicable Date.

(2) Based on the total number of 877,367,464 outstanding issued Warrants as at the Latest Practicable Date.

(3) Deemed interest means interest determined pursuant to Section 4 of the SFA.

4.2. **Substantial Shareholders' Interests**

The interests of the substantial Shareholders in Shares and Warrants as at the Latest Practicable Date are set out below:

	Number of Shares			
Substantial Shareholder	**Direct Interest**	**%(1)**	**Deemed Interest(2)**	**%(1)**
Koo Ah Seang	82,862,700	15.74	–	–
Tay Wee Kwang	68,101,000	12.94	–	–

	Number of Warrants			
Substantial Shareholder	**Direct Interest**	**%(1)**	**Deemed Interest(2)**	**%(1)**
Koo Ah Seang	56,167,900	6.40	–	–
Tay Wee Kwang	49,302,000	5.62	–	–

Notes:

(1) Based on the total number of 526,412,732 issued Shares as at the Latest Practicable Date. There are no Shares held in treasury as at the Latest Practicable Date.

(2) Based on the total number of 877,367,464 outstanding issued Warrants as at the Latest Practicable Date.

(3) Deemed interest means interest determined pursuant to Section 4 of the SFA.

4.3. None of the Directors or substantial Shareholders or their respective associates have any interest, direct or indirect, in the Proposed Change of Auditors other than through their respective shareholdings in the Company.

5. Directors' Recommendation

Having considered the terms, and the rationale and benefits of the Proposed Change of Auditors and the Audit Committee's statement, the Directors are of the view that the appointment of Moore Stephens as the Company's auditors is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution (as set out in the notice of EGM on pages 10 to 11 of this Circular) at the EGM to be held on 22 March 2019 in respect of the Proposed Change of Auditors.

6. Extraordinary General Meeting

The EGM, notice of which is set out on pages 10 to 11 of this Circular, will be held at 10 Anson Road, #36-05A International Plaza, Singapore 079903 on 22 March 2019 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the Ordinary Resolution as set out in the notice of EGM.

7. Action to be Taken by Shareholders

7.1. Appointment of Proxies

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy or proxies to attend, speak and vote on his behalf, he should complete, sign and return the Proxy Form enclosed with this Circular in accordance with the instructions printed thereon as soon as possible and in any event so as to reach the office of the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not less than 48 hours before the time appointed for the EGM.

The completion and lodgement of the Proxy Form by a Shareholder will not preclude him from attending, speaking and voting in person at the EGM in place of his proxy or proxies if he so wishes. However, any appointment of a proxy or proxies by such Shareholder shall be deemed to be revoked if the Shareholder attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form, to the EGM.

7.2. When Depositor regarded as Shareholder

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP as at 72 hours before the time appointed for the EGM.

8. Inspection of Documents

Copies of the following documents are available for inspection at the registered office of the Company at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 during normal business hours from the date of this Circular up to and including the date of the EGM:

(a) the Constitution of the Company;

(b) the Annual Report 2017;

(c) the professional clearance letter issued by RT LLP to Moore Stephens dated 1 November 2018;

(d) the letter of consent to act as Auditors from Moore Stephens dated 7 November 2018; and

(e) the notice of resignation as Auditors from RT LLP dated 13 November 2018.

9. Directors' Responsibility Statement

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

Yours faithfully
for and on behalf of
the Board of Directors of
BM MOBILITY LTD.

Tay Wee Kwang
Executive Director and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

BM MOBILITY LTD.
(Incorporated in the Republic of Singapore)
Company Registration No. 200800853Z

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of BM Mobility Ltd. (the "**Company**") will be held at 10 Anson Road, #36-05A International Plaza, Singapore 079903, on 22 March 2019 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution, which will be proposed as an Ordinary Resolution:

All capitalised terms in this notice shall have the same meanings as ascribed to them in the Circular dated 7 March 2019 to Shareholders, unless otherwise defined herein.

ORDINARY RESOLUTION

APPROVAL FOR THE PROPOSED CHANGE OF AUDITORS FROM MESSRS RT LLP TO MESSRS MOORE STEPHENS LLP

That:

(a) Moore Stephens LLP be hereby appointed as the auditors of the Company in place of RT LLP to hold office until the conclusion of the next AGM of the Company at a fee and on such terms to be agreed between the Directors and Moore Stephens LLP; and

(b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds) as they or he may consider necessary, desirable or expedient or in the interests of the Company, in order to give full effect to this Resolution as they or he may deem fit.

By Order of the Board

Tay Wee Kwang
Executive Director and Chief Executive Officer

7 March 2019

Notes:

1. The information relating to the Ordinary Resolution is set out in the Circular. Pursuant to Rule 1203(5) of the Listing Manual, Shareholders should note that:

   (a) RT LLP, the outgoing Auditors, have confirmed that they are not aware of any professional reasons why Moore Stephens LLP should not accept the appointment as the auditors of the Company;

   (b) the Company confirms that there were no disagreements with the outgoing Auditors, RT LLP, on accounting treatments within the last 12 months;

   (c) the Company confirms that save as disclosed in the Circular, it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders;

   (d) the specific reasons for the Proposed Change of Auditors are set out in Section 2.1 of the Circular; and

   (e) the Company confirms that it complies with Rule 712 and Rule 715 of the Listing Manual in relation to the proposed appointment of Moore Stephens LLP.

2. (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 Extraordinary General Meeting. 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 Extraordinary General Meeting, 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, Chapter 50 of Singapore.

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

4. The instrument appointing a proxy or proxies must be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 not less than 48 hours before the time appointed for the Extraordinary General Meeting.

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 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 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 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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BM MOBILITY LTD.

(Incorporated in the Republic of Singapore)
(Company registration no. 200800853Z)

PROXY FORM
EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before completing this Form)

I/We*, _____ (Name) _____ (NRIC / Passport No.)

of _____ (Address)

being a member/members* of BM Mobility Ltd. (the "**Company**"), hereby appoint:

Name	**NRIC/Passport No.**	**Proportion of Shareholding**	
		No. of Shares	**%**
Address			

and/or*

Name	**NRIC/Passport No.**	**Proportion of Shareholding**	
		No. of Shares	**%**
Address			

or failing him/her*, the Chairman of the EGM (defined below), as my/our* proxy/proxies* to vote for me/us* on my/our* behalf at the Extraordinary General Meeting ("**EGM**") of BM Mobility Ltd. to be held at 10 Anson Road, #36-05A International Plaza, Singapore 079903 on 22 March 2019 at 2.00 p.m. and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for or against the resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies* will vote or abstain from voting at his/her* discretion.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided.)

	For	**Against**
Ordinary Resolution: Approval for the Proposed Change of Auditors from Messrs RT LLP to Messrs Moore Stephens LLP		

Dated this _____ day of _____ 2019

Total Number of Shares Held

_____
Signature(s) of Member(s) or Common Seal

**Delete where inapplicable*

IMPORTANT: PLEASE READ NOTES BELOW CAREFULLY BEFORE COMPLETING THIS FORM

NOTES:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), a member is entitled to appoint not more than two proxies to attend, speak and vote at the Extraordinary General Meeting ("**EGM**"). Where a member appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
2. Pursuant to Section 181(1C) of the Companies Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member 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 proxy form.
3. A proxy need not be a member of BM Mobility Ltd..
4. A member should insert the total number of shares held. If the member has shares entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), he/she should insert that number of shares. If the member has shares registered in his/her name in the Register of Members of BM Mobility Ltd., he/she should insert that number of shares. If the member has shares entered against his/her name in the Depository Register and registered in his/her name in the Register of Members, he/she should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
5. The instrument appointing a proxy or proxies must be deposited at registered office of BM Mobility Ltd. at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not less than 48 hours before the time set for the EGM.
6. The instrument appointing a proxy or proxies must be under the hand of the 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 common seal or under the hand of its attorney or duly authorised officer.

First fold

Affix Postage Stamp

BM Mobility Ltd.

c/o B.A.C.S. Private Limited
8 Robinson Road
#03-00 ASO Building
Singapore 048544

Second fold

7. Where an instrument appointing a proxy 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 BM Mobility Ltd.) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. A corporation which is a member 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.
9. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.

GENERAL:

BM Mobility Ltd. shall be entitled to reject an instrument of proxy which 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 of proxy. In addition, in the case of shares entered in the Depository Register, BM Mobility Ltd. may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM.

A Depositor shall not be regarded as a member of BM Mobility Ltd. entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the EGM.

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of BM Mobility Ltd. (i) consents to the collection, use and disclosure of the member's personal data by BM Mobility Ltd. (or its agents) for the purpose of the processing and administration by BM Mobility Ltd. (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for BM Mobility Ltd. (or its agents) to comply with any EGM 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 BM Mobility Ltd. (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 BM Mobility Ltd. (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 BM Mobility Ltd. 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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