

NOTICE OF EGM

MIYOSHI LIMITED

(Company Registration No. 198703979K)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

This Notice of EGM has been made available on SGXNet and the Company's website via the following link: <http://www.miyoshi.biz>. **A printed copy of this Notice will NOT be despatched to Shareholders.**

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of **Miyoshi Limited** (the "**Company**") will be held by way of electronic means, on Thursday, 30 December 2021 at 10:30 a.m. (or such time immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 10:00 a.m. on the same day), for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolution as set out below.

*All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 15 December 2021 (the "**Circular**").*

ORDINARY RESOLUTION: PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF THE GROUP TO INCLUDE THE NEW BUSINESS

That:

- (a) approval be and is hereby given for the diversification by the Group of its Existing Business to include the business of trading of commodities as described in Section 2 of the Company's Circular (the "**New Business**"), and any other activities related to the New Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the New Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he may think fit.

BY ORDER OF THE BOARD
MIYOSHI LIMITED

Sin Kwong Wah, Andrew
Executive Director and CEO

15 December 2021

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Important Notes:

1. No Despatch of Printed Copies of Circular and Proxy Form

The printed copies of the Circular and the Proxy Form will not be despatched to Shareholders, and they can be accessed on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.miyoshi.biz>.

2. Pre-Registration

This EGM is being convened and will be held by way of 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, and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendments No. 2 & 3) Order 2020. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM are set out in the Company's announcement dated 15 December 2021 which has been uploaded together with this Notice of EGM on the SGXNet on the same day.

All Shareholders or their corporate representatives (in the case of Shareholders which are legal entities) will be able to participate in the EGM proceedings by watching a "live" webcast (the "**Live EGM Webcast**") or listen to a "live" audio feed (the "**Live EGM Audio Feed**").

Shareholders who wish to participate in the EGM proceedings through the Live EGM Webcast via their mobile phones, tablets or computers must pre-register at <https://rebrand.ly/Miyoshi-Limited-AGM-2021> by **10:30 a.m. on 27 December 2021** (the "**Registration Deadline**") to enable the Company to verify their status.

Following the verification, authenticated Shareholders will receive an email by **2:30 p.m. on 28 December 2021** and will be able to access the Live EGM Webcast by clicking on the link in the email and entering the password.

Shareholders who register by the Registration Deadline but do not receive an email response by **2:30 p.m. on 28 December 2021** may contact via email at shaun@easyvideo.sg, with the full name of the shareholder and his/her identification number.

3. Submission of Questions

Shareholders will NOT be able to ask questions during the EGM via Live EGM Webcast or Live EGM Audio Feed, and therefore it is important for Shareholders to submit their questions in advance of the EGM.

Shareholders may submit questions relating to the items on the agenda of the EGM by email to GPE@mncsingapore.com.

When submitting the questions, please provide the Company with the following details, for verification purpose:

- (i) full name;
- (ii) current address;
- (iii) number of shares held; and
- (iv) the manner in which you hold shares in the Company (e.g. via CDP, CPF/SRS or scrip).

All questions are to be submitted by **10:30 a.m. on 24 December 2021** (the "**Question Submission Deadline**"). Shareholders are encouraged to submit their questions early i.e. well before the Question Submission Deadline, as this will enable the Board and the Company to address and answer any substantial and relevant questions, before the deadline for submission of the proxy forms.

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The Company will endeavour to respond to all relevant questions either prior to the EGM (via an announcement on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.miyoshi.biz> or at the EGM.

Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, such as CPF/SRS investors, should approach their respective agents, such as CPF/SRS Operators, to submit their questions in relation to the resolution set out in the Notice of EGM prior to the EGM and have their substantial queries and relevant comments answered.

4. Submission of Proxy Forms

A Shareholder will not be able to vote through the “live” audio-visual webcast or “live” audio-only feed and voting is only through submission of Proxy Form. If a Shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM.

The Proxy Form for the EGM is made available with this Notice of EGM on the SGXNet and the Company's corporate website at <http://www.miyoshi.biz> on the same day.

In appointing the Chairman of the EGM as proxy, a Shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

A CPF/SRS Investor who wishes to vote should approach his/her CPF/SRS Operator at least seven (7) working days before the date of the EGM to submit his/her voting instructions (i.e. **10:30 a.m. on 20 December 2021**) This is so as to allow sufficient time for the respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman to vote on their behalf by the cut-off date. Other investors holding shares through other relevant intermediaries who wish to vote should approach his/her relevant intermediary as soon as possible to specify voting instructions.

The Chairman of the EGM, as a proxy, need not be a Shareholder of the Company.

The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:

- (a) if in hard copy by post, to the office of the Company's Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902; or
- (b) if by email enclosing a clear scanned completed and signed Proxy Form, be received by GPE@mnscsingapore.com,

in either case, by no later than **10:30 a.m. on 27 December 2021**, being at least 72 hours before the time appointed for holding the EGM.

A Shareholder 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 scanning and sending it by email to the email address provided above.

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In view of the current COVID-19 situation and the related safe-distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

The instrument appointing the Chairman of the EGM as proxy must be signed by the appointor or 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 under the hand of an officer or attorney duly authorised.

The Company shall be entitled to reject the instrument appointing the Chairman of the EGM 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 EGM as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the EGM as proxy).

In addition, in the case of Shares entered in the Depository Register maintained by The Central Depository (Pte) Limited, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if the Shareholder, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM.

5. Further Updates

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the EGM, including any precautionary measures required or recommended by government agencies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates on the EGM. The Company would like to thank all shareholders for their patience and co-operation in enabling the Company to continue holding its EGM amidst the COVID-19 situation.

6. Personal Data Privacy

“Personal data” in this Notice of EGM has the same meaning as “personal data” in the Personal Data Protection Act 2012, which includes the Shareholder’s name and its proxy’s and/or representative’s name, address and NRIC/Passport number. By submitting an instrument appointing the Chairman of the EGM to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder’s personal data by the Company (or its agents or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) of the Chairman of the EGM as proxy 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 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**”) and (ii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder’s breach of warranty. The Shareholder’s personal data and its proxy’s and/or representative’s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company’s verification and record purposes.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the EGM. Accordingly, the personal data of a Shareholder of the Company (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

PROXY FORM

MIYOSHI LIMITED
(Company Registration No. 198703979K)
(Incorporated in the Republic of Singapore)

IMPORTANT

1. The Extraordinary General Meeting ("EGM" or the "Meeting") 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, and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendments No. 2 & 3) Order 2020. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM are set out in the Company's announcement dated 15 December 2021 which has been uploaded together with this proxy form on the SGXNet and the Company's website on the same day. The announcement and this proxy form may also be accessed at the URLs <https://www.sgx.com/securities/company-announcements> and <http://www.miyoshi.biz>.
2. A shareholder will not be able to attend the EGM in person. If a shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM. In appointing the Chairman of the Meeting as proxy, a shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
3. By submitting an instrument appointing the Chairman as proxy, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 15 December 2021.
4. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member's proxy to vote on his/her/its behalf at the EGM.**

*I/We _____ (Name) _____ (NRIC/Passport/ Co Reg No.) of _____ (Address) being a member/members of **Miyoshi Limited** (the "**Company**") hereby appoint the Chairman of the Extraordinary General Meeting ("**Chairman**") as *my/our proxy to attend, speak and vote for *me/us on *my/our behalf at the Extraordinary General Meeting of the Company ("**EGM**") to be held by way of electronic means on Thursday, 30 December 2021 at 10:30 a.m. and at any adjournment thereof.

*I/We direct *my/our proxy to vote for or against or abstain from voting the resolutions to be proposed at the EGM as indicated hereunder.

All resolutions put to the vote of the EGM shall be decided by the way of poll.

As Ordinary Resolution		Number of Votes For**	Number of Votes Against**	Number of Votes to Abstain**
1	To approve the Proposed Diversification			

* Delete accordingly

** A tick or cross would represent that you are exercising all your votes "For" or "Against" or "Abstain" from voting on the resolution. Alternatively, you may indicate the number of Shares that you wish to vote for or against, and/or abstain from voting, for the resolution in the relevant box. In the absence of specific directions in respect of a resolution, the appointment of the Chairman as your proxy for the resolution will be treated as invalid.

Signed this _____ day of _____ 2021

Total no. of Shares in:	
CDP Register	
Register of Members	

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

IMPORTANT: Please read notes overleaf before completing this form

PROXY FORM

NOTES:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register maintained by The Central Depository (Pte) Limited, you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you 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 you.
2. Due to the current COVID-19 restriction orders in Singapore, a shareholder will not be able to attend the EGM in person. A shareholder will also not be able to vote online on the resolution to be tabled for approval at the EGM. A shareholder (whether individual or corporate) must appoint the Chairman as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such shareholder wishes to exercise his/her/its voting rights at the EGM. The Chairman, as proxy, need not be a shareholder of the Company. This Proxy Form may be accessed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.miyoshi.biz>. Where a shareholder (whether individual or corporate) appoints the Chairman 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 as proxy for that resolution will be treated as invalid.
3. This Proxy Form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her Relevant Intermediary* as soon as possible to specify his/her voting instructions. A CPF/SRS Investor who wishes to vote should approach his/her CPF/SRS Operator by **5:00 p.m. on 20 December 2021**, being at least seven (7) working days before the date of the EGM to submit his/her vote.
4. CPF/SRS investors who wish to appoint the Chairman of the EGM as proxy to vote on their behalf should approach their respective CPF Agent Banks or CPF/SRS Operators to submit their voting instructions at least seven working days before the EGM. Investors who hold their shares through relevant intermediaries as defined in Section 181 of the Companies Act, Cap. 50 (other than CPF/SRS investors) and who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries through which they hold such shares as soon as possible in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to vote on their behalf.
5. This Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, to be lodged with the Company's Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902; or
 - (b) if submitted electronically, be submitted via email to GPE@mncsingapore.com,

in either case, by no later than **10:30 a.m. on 27 December 2021**, being at least 72 hours before the time appointed for holding the EGM.

A shareholder 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 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 management measures which may make it difficult for shareholders to submit completed Proxy Forms by post, shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

PROXY FORM

6. The Proxy Form must be 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 seal or under the hand of an officer or attorney duly authorised. Where a 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.
7. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form. In addition, in the case of shareholders of the Company whose Shares are entered against their names in the Depository Register, the Company shall be entitled to reject any Proxy Form lodged if such shareholders are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

A Relevant Intermediary means:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of shareholders of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman as proxy, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 15 December 2021.