

MARY CHIA HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Registration No: 200907634N)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of **Mary Chia Holdings Limited** (the “Company”) will be held at 26 Tai Seng Street, #07-02 J’Forte, Singapore 534057 on Friday, 28 July 2023 at 10.00 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2023 together with the Auditors’ Report thereon. **Resolution 1**
2. To approve the payment of Directors’ fees of up to S\$150,000 for the financial year ending 31 March 2024 (FY2023: S\$150,000). **Resolution 2**
3. To re-elect Ms Ho Yow Ping (He YouPing), who retires pursuant to Article 98 of the Company’s Constitution, as a Director of the Company. *[See Explanatory Note (i)]* **Resolution 3**
4. To re-elect Ms Gn Jong Yuh Gwendolyn (Yin Zhongyu Gwendolyn), who retires pursuant to Article 102 of the Company’s Constitution, as a Director of the Company. *[See Explanatory Note (ii)]* **Resolution 4**
5. To re-appoint Messrs Foo Kon Tan LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **Resolution 5**
6. To transact any other ordinary business which may be properly transacted at the AGM.

AS SPECIAL BUSINESS:

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

7. Authority to allot and issue shares and convertible securities

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “Companies Act”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (“Catalist Rules”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) 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) options, warrants, debentures or other instruments convertible into Shares; and/or
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus, or capitalisation issues.

At any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force), issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,

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provided that:

- (1) the aggregate number of Shares to be allotted and issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed one hundred percent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) of which the aggregate number of Shares to be allotted and issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
- (2) (subject to such manner of calculation and adjustments 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 (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:-
 - (i) new Shares arising from the conversion or exercise of the convertible securities;
 - (ii) (where applicable) new Shares arising from exercising of share options or vesting of share awards provided that share options or share awards were granted (as the case may be) in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of Shares,

provided further that adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Ordinary Resolution 6, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held, whichever is the earlier.

[See Explanatory Note (iii)]

Resolution 6

8. Authority to issue shares under the Mary Chia Holdings Limited Performance Share Plan 2022

That the Directors be and are hereby authorised to grant Awards in accordance with the provisions of the Mary Chia Holdings Limited Performance Share Plan 2022 (the "**PSP 2022**") and to allot and issue from time to time such number of fully paid-up Shares as may be required to be issued or issuable pursuant to the vesting of Awards under the PSP 2022, provided that the aggregate number of shares to be allotted and issued pursuant to the PSP 2022, shall not exceed fifteen percent (15%) of the issued Shares of the Company from time to time (excluding Treasury Shares and subsidiary holdings).

[See Explanatory Note (iv)]

Resolution 7

BY ORDER OF THE BOARD

Shirley Lim Guat Hua
Company Secretary

13 July 2023

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Explanatory Notes:

- (i) Ordinary Resolution 3, Ms Ho Yow Ping (He YouPing) will continue as Board Chairman and Chief Executive Officer upon re-election as a Director of the Company. Please refer to the Corporate Governance Report of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (ii) Ordinary Resolution 4, Ms Gn Jong Yuh Gwendolyn (Yin Zhongyu Gwendolyn) will, upon re-election as a Director of the Company, continue as Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees and will be considered independent pursuant to Rule 704(7) of the Catalist Rules. Please refer to the Corporate Governance Report of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (iii) Ordinary Resolution 6 proposed in item 7, if passed, will authorise and empower the Directors of the Company from the date of this AGM until the conclusion of the next AGM or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and to issue further Shares and make and grant convertible securities convertible into Shares, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider what would be in the best interests of the Company. The number of Shares and convertible securities that the Directors may issue under this Resolution would not exceed one hundred percent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution. For an issue of Shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution. As at 27 June 2023 (the "**Latest Practicable Date**"), the Company had no treasury shares and subsidiary holdings.

Notes:

1. The AGM will be held, in a wholly physical format, at 26 Tai Seng Street, #07-02 J'Forte, Singapore 534057 on Friday, 28 July 2023 at 10.00 a.m. ("**Physical Meeting**"). Shareholders and other attendees who are feeling unwell on the date of the AGM are advised not to attend the Physical Meeting. There will be no option for shareholders to participate virtually.
2. An electronic copy of the Notice of AGM and the Proxy Form has been made available on:
 - (a) the Company's corporate website at the URL <https://www.marychia.com>; and
 - (b) SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
3. Authenticated Shareholders and proxy(ies) will be able to ask questions in person at the Physical Meeting. Arrangements have also been put in place to permit Shareholders to submit their questions ahead of the AGM. Please refer to Notes 14 and 15 below for further details.
4. The resolutions to be put to the vote of members at the AGM (and at any adjournment thereof) will be voted on by way of a poll.

Voting by Proxy

5. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. 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.
6. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, 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 1967.

A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

7. A proxy need not be a member of the Company.
8. Completion and return of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.

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9. The instrument appointing proxy(ies) must be submitted not less than forty-eight (48) hours before the time appointed for holding the AGM in the following manner:
- (a) if submitted by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com.
- in either case, not later than 10.00 a.m. on 26 July 2023 ("**Proxy Deadline**").
10. CPF and SRS investors:
- (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes by 5.00 p.m. on 17 July 2023.
11. The proxy form must be executed 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 common seal (or by the signatures of authorised persons in the manner as set out under the Companies Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation.
12. Where the 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.
13. In the case of a member whose shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any Proxy Form lodged if such member 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 the AGM, as certified by The Central Depository (Pte) Limited to the Company. The Company shall also be entitled to reject the Proxy Form if it is incomplete, improperly completed, or illegible (such as in the case where the appointor submits more than one Proxy Form).

Submission of Questions prior to the AGM

14. Shareholders, including CPF and SRS investors, may submit questions relating to the resolutions to be tabled for approval at the AGM ahead of the AGM. To do so, all questions must be submitted by 10.00 a.m. on 20 July 2023 through any of the following means:
- (a) if submitted by email, be received by the Company at main@zicoholdings.com; or
 - (b) if submitted by post, be deposited at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.

When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder's full name; (ii) the shareholder's address; and (iii) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes.

15. The Company will address all substantial and relevant questions received from shareholders by the 20 June 2023 deadline by publishing its responses to such questions, if any, on the Company's corporate website (<https://www.marychia.com>) and on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the deadline for submission of Proxy Forms. Should there be subsequent clarification sought or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the AGM through publication on SGXNet, or at the AGM.
16. Members may request for printed copies of the Company's Annual Report for FY2023 by sending a request via email to the Company at corporate@marychia.com.

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, 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.