
NOTICE OF EXTRAORDINARY GENERAL MEETING

MARY CHIA HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 200907634N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**Meeting**”) of Mary Chia Holdings Limited (the “**Company**”) will be held by electronic means on 22 March 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following ordinary resolutions:-

All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Circular to the Shareholders of the Company dated 5 March 2021.

ORDINARY RESOLUTION 1

THE PROPOSED CONVERSION OF THE AGGREGATE OUTSTANDING AMOUNT OF S\$3,825,000 OWING TO HO YOW PING, CHIA AH TOW AND JL ASIA RESOURCES PTE LTD BY THE COMPANY INTO 25,500,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT S\$0.15 PER SHARE (“PROPOSED DEBT CONVERSION”)

THAT:-

- (a) the execution of the conditional Debt Capitalisation Agreement entered into between the Company, Ho Yow Ping, Chia Ah Tow and JL Asia Resources Pte Ltd dated 1 March 2021 (“**DCA**”) be and is hereby approved, confirmed and ratified;
- (b) the transactions contemplated under the DCA, including but not limited to the Proposed Debt Conversion be and is hereby approved, confirmed and ratified; and
- (c) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the DCA and this Resolution.

ORDINARY RESOLUTION 2

THE PROPOSED ALLOTMENT AND ISSUE OF 9,753,333 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO MS HO YOW PING

THAT:-

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, the Directors be and are hereby authorised to allot and issue 9,753,333 new ordinary shares in the capital of the Company (“**Shares**”) to Ho Yow Ping (and/or her nominee(s)), at the issue price of S\$0.15 per Share, on the terms and subject to the conditions of the DCA;
- (b) pursuant to Rule 804 and Rule 812 of the Catalist Rules, approval be and is hereby given for the allotment and issuance of 9,753,333 new Shares to Ho Yow Ping (and/or her nominee(s)), a director and controlling shareholder of the Company;
- (c) pursuant to Rule 906(1)(a) of the Catalist Rules, approval be and is hereby given for the Proposed Debt Conversion, being an interested person transaction; and

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- (d) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution.

ORDINARY RESOLUTION 3

THE PROPOSED ALLOTMENT AND ISSUE OF 14,120,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO CHIA AH TOW

THAT:-

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, the Directors be and are hereby authorised to allot and issue 14,120,000 new Shares to Chia Ah Tow (and/or her nominee(s)), at the issue price of S\$0.15 per Share, on the terms and subject to the conditions of the DCA;
- (b) pursuant to Rule 804 and Rule 812 of the Catalist Rules, approval be and is hereby given for the allotment and issuance of 14,120,000 new Shares to Chia Ah Tow (and/or her nominee(s)), an immediate family member and associate of Ho Yow Ping;
- (c) pursuant to Rule 906(1)(a) of the Catalist Rules, approval be and is hereby given for the Proposed Debt Conversion, being an interested person transaction; and
- (d) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution.

ORDINARY RESOLUTION 4

THE PROPOSED ALLOTMENT AND ISSUE OF 1,626,667 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO JL ASIA RESOURCES PTE LTD

THAT:-

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, the Directors be and are hereby authorised to allot and issue 1,626,667 new Shares to JL Asia Resources Pte Ltd (and/or its nominee(s)), at the issue price of S\$0.15 per Share, on the terms and subject to the conditions of the DCA;
- (b) pursuant to Rule 812 of the Catalist Rules, approval be and is hereby given for the allotment and issuance of 1,626,667 new Shares to JL Asia Resources Pte Ltd (and/or its nominee(s)), an associate of Lee Boon Leng, a controlling shareholder of the Company;
- (c) pursuant to Rule 906(1)(a) of the Catalist Rules, approval be and is hereby given for the Proposed Debt Conversion, being an interested person transaction; and
- (d) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution.

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ABSTENTION FROM VOTING

Ho Yow Ping, Chia Ah Tow, Lee Boon Leng and their associates shall abstain from exercising any voting rights on all Resolutions set out in this Notice of Extraordinary General Meeting, and shall not accept appointments as proxies unless specific instructions as to voting are given, in respect of the resolutions to approve the Proposed Debt Conversion and the allotment and issue of Conversion Shares to each of Ho Yow Ping, Chia Ah Tow, Lee Boon Leng. The Company will disregard any votes cast by Ho Yow Ping, Chia Ah Tow, Lee Boon Leng and their associates on Resolutions in this Notice of Extraordinary General Meeting.

BY ORDER OF THE BOARD

Pao Kiew Tee
Lead Independent Director
5 March 2021

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Notes:-

General

1. 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, the Company has the option to hold a virtual meeting, even where the Company is permitted under safe distancing measures to hold a physical meeting. Due to current COVID-19 situation and the Company's efforts to minimise physical interactions and COVID-19 transmission risk to a minimum, the EGM will be held by way of electronic means and the member will NOT be allowed to attend the EGM in person.
2. 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 circular dated 5 March 2021 which has been uploaded together with this Notice of EGM on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the following URL: <https://www.marychia.com> on the same day.

Participation in EGM proceedings via "Live Webcast/Live Audio Feed"

3. A member will be able to participate at the EGM by watching the EGM proceedings via a "live" audio-video webcast via mobile phones, tablets or computers or listening to the proceedings through a "live" audio-only feed ("**Live Webcast/Live Audio Feed**"). In order to do so, a member must pre-register by **10.00 a.m. on 20 March 2021** ("**Pre-registration Deadline**"), at the following URL: <https://conveneagm.com/sg/marychia> ("**Pre-registration Website**") for the Company to authenticate his/her/its status as members.
4. To pre-register the Live Webcast/Live Audio Feed, kindly access the Pre-registration Website, using either the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox.
5. Following the authentication of his/her/its status as a member, such member will receive an email on their authentication status and login credentials, including instructions on how to access the Live Webcast/Live Audio Feed of the proceedings of the EGM by **12.00 p.m. on 21 March 2021**.
6. Members who do not receive an email by **12 p.m. on 21 March 2021**, but have registered by the Pre-registration Deadline, may contact the Company at the following email address: main@zicoholdings.com with the following details included: (1) the full name of member, and (2) his/her/its identification/registration number.
7. Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch the Live Webcast or listen to the Live Audio Feed of the EGM must approach their respective depository agents to pre-register by **10.00 a.m. on 11 March 2021** in order to allow sufficient time for their respective depository agents to in turn register their interest with the Company.

Submission of Questions prior to the EGM

8. A member who pre-registers to watch/listen the Live Webcast/Live Audio Feed may also submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted no later than the Pre-registration Deadline through any of the following means:-
 - (a) via the Pre-registration Website; or
 - (b) in hard copy by depositing the same at the registered office of the Company at 183 Thomson Road Goldhill Shopping Centre Singapore 307628.
9. Shareholders are strongly encouraged to submit their questions via the Pre-registration Website.

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10. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM via SGXNet and on our corporate website or during the EGM through the Live Webcast/Live Audio Feed.

Voting by Proxy

11. **A member will not be able to vote through the Live Webcast/Live Audio Feed. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM.** In appointing the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the instrument appointing the Chairman of the EGM as proxy ("**Proxy Form**"), failing which the appointment will be treated as invalid.
12. The Proxy Form for the EGM can be accessed at the Company's website at the following URL: <https://www.marychia.com>, and is made available with this Notice of EGM on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> on the same day.
13. The Chairman of the EGM, as a proxy, need not be a member of the Company.
14. The Proxy Form must be submitted to the Company in the following manner:-
 - (a) by depositing a hard copy or by post at the registered office of the Company's Share Registrar at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or
 - (b) by sending a scanned PDF copy by email to main@zicoholdings.com in either case, no later than **10.00 a.m. on 20 March 2021** ("**Proxy Deadline**").
15. A member who wishes to submit a Proxy Form 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.
16. **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.**
17. The instrument appointing the Chairman of the EGM as proxy must be signed by the appointer 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 in writing. The dispensation of the use of the common seal pursuant to Section 41A, 41B and 41C of the Companies Act, Chapter 50 of Singapore effective from 31 March 2017 is applicable at this Extraordinary General Meeting.
18. 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).
19. Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions by **10.00 a.m. on 11 March 2021**, being seven (7) working days before the date of the EMG in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf no later than the Proxy Deadline.

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20. 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, Chapter 289), the Company may reject any instrument appointing the Chairman of the EGM as proxy 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 EGM, as certified by The Central Depository (Pte) Limited to the Company.

No Despatch of physical copies

21. The following documents are made available to members on 5 March 2021 together with this Notice of EGM via SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the following URL: <https://www.marychia.com>:-
- (a) Circular dated 5 March 2021; and
 - (b) Proxy Form in relation to the EGM.
22. There will be no despatch of printed copies of Circular, Notice of EGM and Proxy Form. Members are advised to check SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.marychia.com> for the aforesaid documents.

Personal data privacy:-

By pre-registering for the Live Webcast/Live Audio Feed, submitting a Proxy Form appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company 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) of the appointment of the Chairman 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) to comply with any applicable laws, listing rules, regulations and/or guidelines.