

## **MYP LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200509721C)

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “**AGM**”) of MYP Ltd. (the “**Company**”) will be held at Seminar Room 3, 160 Robinson Road, #06-01 SBF Center, Singapore 068914 on Tuesday, 30 July 2024 at 10:00 a.m. (Singapore time) to transact the following business:-

### **AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2024, the Directors’ Statement and the Report of the Auditors thereon. **(Resolution 1)**
2. To approve the payment of Directors’ Fees of S\$290,000 for the financial year ended 31 March 2024. **(Resolution 2)**
3. To appoint Er Dr Lee Bee Wah as Director pursuant to Regulation 118 of the Constitution of the Company. **(Resolution 3)**  
*(See Explanatory Note 1)*
4. To appoint Mr Michael Chin Sek Peng as Director pursuant to Regulation 118 of the Constitution of the Company. **(Resolution 4)**  
*(See Explanatory Note 1)*
5. To appoint Mr Owyong Thian Soo as Director pursuant to Regulation 118 of the Constitution of the Company. **(Resolution 5)**  
*(See Explanatory Note 1)*
6. To note the retirement/voluntary retirement of the following Directors of the Company upon the conclusion of this AGM:
  - (a) Mr Kishore Prabhakar Sardesai  
*Upon the retirement of Mr Kishore Prabhakar Sardesai as Director of the Company, he will be relinquishing his position as the Chairman of the Audit Committee and Remuneration Committee.*
  - (b) Mrs Elizabeth Ho Nee Wong Ching Wai  
*Upon the retirement of Mrs Elizabeth Ho Nee Wong Ching Wai as Director of the Company, she will be relinquishing her position as the Chairperson of the Nominating Committee as well a member of the Audit Committee and Remuneration Committee.*
  - (c) Professor Tan Chin Tiong  
*Upon the retirement of Professor Tan Chin Tiong as Director of the Company, he will be relinquishing his position as a member of the Audit Committee and Nominating Committee.*
7. To re-appoint Messrs Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:-

**8. AUTHORITY TO ALLOT AND ISSUE SHARES****(Resolution 7)**

“THAT pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to issue and allot new shares (“**Shares**”) in the capital of the Company (whether by way of rights, bonus or otherwise), and/or 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) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the share capital of the Company;
- (b) (subject to such manner of calculation 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 (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of convertible securities;
  - (ii) new Shares arising from the exercise share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

and adjustments made in accordance with sub-paragraphs (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 and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;

- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST 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 1967 of Singapore and otherwise, and the Constitution of the Company for the time being; and

- (d) such authority shall, unless revoked or varied by the Company in a general meeting, 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 to be held, whichever is earlier.”

*(See Explanatory Note 2)*

9. To transact any other business which may properly be transacted at an AGM of the Company.

On behalf of the Board

Jonathan Tahir  
Executive Chairman and Chief Executive Officer  
15 July 2024

**Explanatory Notes:-**

1. Er Dr Lee Bee Wah (Independent Non-Executive Director) will, upon appointment as a Director of the Company, serve as the Chairperson of the Remuneration Committee as well as a member of the Audit Committee and Nominating Committee. She is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr Michael Chin Sek Peng (Independent Non-Executive Director) will, upon appointment as a Director of the Company, serve as the Chairman of the Audit Committee and a member of the Remuneration Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr Owyong Thian Soo (Independent Non-Executive Director) will, upon appointment as a Director of the Company, serve as the Chairman of the Nominating Committee as well as a member of the Remuneration Committee and Audit Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Detailed information of Er Dr Lee Bee Wah, Mr Michael Chin Sek Peng and Mr Owyong Thian Soo can be found under the “Board of Directors” and “Disclosure of Information on Directors seeking the appointment pursuant to Rule 720(6) of the Listing Manual of the SGX-ST” sections in the Company’s Annual Report 2024.

2. The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company from the date of the AGM until the date of the next AGM, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro-rata basis. For the purpose of this resolution, the total number of issued Shares (excluding treasury shares and subsidiary holdings) is based on the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this proposed Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

**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, 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.

**IMPORTANT NOTES:****Physical Meeting**

1. The Annual General Meeting of the Company (the “**AGM**”) will be held physically with **no option for members to participate virtually**. Printed copies of the Annual Report 2024 will not be sent to members. Instead, the Annual Report 2024 will be sent to members by electronic means via an announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Printed copies of this Notice of AGM, the Proxy Form and Request Form will be sent to members by post. The Proxy Form and Request Form may be downloaded from the SGXNet. For Shareholders who prefer to receive a printed copy of the Annual Report 2024, please refer to the Request Form on how to make a request.

3. Members (including investors under the Central Provident Fund and the Supplementary Retirement Scheme (“**CPF and SRS Investors**”)) may participate in the AGM by:
  - (a) attending the AGM in person;
  - (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
  - (c) voting at the AGM
    - (i) themselves personally; or
    - (ii) through their duly appointed proxy(ies).
4. Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including CPF and SRS Investors, who wish to participate in the AGM should approach their respective agents at least (7) seven working days before the AGM, so that the necessary arrangements can be made by the relevant agents for their participating in the AGM.

**Voting**

5. A member of the Company who is not a relevant intermediary entitled to appoint not more than (2) two proxies to attend, speak and vote on his/her behalf at the meeting. Where such member appoints more than (1) one proxy, the proportion of his shareholding concerned to be represented by each proxy shall be specified in the form of proxy. A proxy need not be a Member of the Company.
6. A member of the Company who is a relevant intermediary entitled to appoint more than two proxies to attend, speak and vote at the 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 appoints more than two proxies, the number 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 of Singapore.
7. If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
8. The instrument appointing a proxy or proxies, duly completed and signed, must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),in either case not less than 72 hours before the time appointed for the AGM.

**A member who wishes to submit a proxy form must 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.**

9. Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including CPF and SRS investors, who wish to appoint a proxy or proxies (including the Chairman), should approach their respective agents to submit their votes at least seven (7) working days before the AGM in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to vote on their behalf by **10:00 a.m. on 27 July 2024**.
10. The instrument appointing a proxy or proxies must be under the hand of the appointor or by his/her 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 a duly authorised officer.
11. 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 AGM in accordance with Section 179 of the Companies Act 1967.
12. A depository's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the annual general meeting in order for the Depositor to be entitled to attend and vote at the annual general meeting.

**Submission of Questions in Advance**

13. Members may also submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner by **10:00 a.m. on 22 July 2024**:
  - (a) via email to the Company at [agm.questions@myp.com.sg](mailto:agm.questions@myp.com.sg); and/or
  - (b) by post to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619.
14. For verification purpose, when submitting any questions via email or by post, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).
15. The Board and Management will endeavour to address the substantial and relevant questions from members at least 48 hours prior to the closing date and time of the lodgement of the proxy forms by uploading the responses to questions from members on the SGXNet. After the cut-off time for the submission of questions, if there are substantial and relevant questions received, the Board may address them at the AGM. Minutes of the AGM which will be published on the SGXNet within one (1) month after the date of the AGM.