

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Mary Chia Holdings Limited (the “**Company**”) will be held at 293 Lor 6 Toa Payoh, Level 3, Function Room – Reef, Singapore 319387 on 14 February 2025 at 10.00 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions set out below.

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as ascribed to them in the Company’s circular to shareholders dated 27 January 2025 (the “**Circular**”).*

ORDINARY RESOLUTION 1

THE SSPL DEBT CAPITALISATION

IT IS RESOLVED that:

- (a) for the purposes of Chapter 9 of the Catalist Rules, approval be and is hereby given for the SSPL Debt Capitalisation subject to and otherwise in accordance with the terms and conditions of the Controlling Shareholders Debt Capitalisation Agreement;
- (b) pursuant to Section 161 of the Companies Act, Rule 804, Rule 805(1) and Rule 812 of the Catalist Rules, approval be and is hereby given for the proposed allotment and issue of 11,510,179 Conversion Shares at the Conversion Price to SSPL subject to and otherwise in accordance with the terms of the Controlling Shareholders Debt Capitalisation Agreement; and
- (c) the Directors and each of them be and are hereby authorised to take any and all steps and to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they and/or he or she may in their and/or his or her absolute discretion consider necessary, desirable, expedient or in the interests of the Company in order to implement, complete or give effect to this Resolution 1.

***Note to Resolution 1:** In accordance with Rule 812(2) and Rule 919 of the Catalist Rules, SSPL shall abstain, and undertake that its associates shall abstain, from voting on this Resolution 1. In addition, SSPL and its associates shall decline appointment(s) as proxy(ies) to vote at the EGM for other Shareholders in respect of this Resolution 1, unless the Shareholders concerned have given specific instructions as to the manner in which his/her/its votes are to be cast at the EGM.*

ORDINARY RESOLUTION 2

THE HYP DEBT CAPITALISATION

IT IS RESOLVED that:

- (a) for the purposes of Chapter 9 of the Catalist Rules, approval be and is hereby given for the HYP Debt Capitalisation subject to and otherwise in accordance with the terms and conditions of the Controlling Shareholders Debt Capitalisation Agreement;
- (b) pursuant to Section 161 of the Companies Act, Rule 804, Rule 805(1) and Rule 812 of the Catalist Rules, approval be and is hereby given for the proposed allotment and issue of 66,666,666 Conversion Shares at the Conversion Price to HYP subject to and otherwise in accordance with the terms of the Controlling Shareholders Debt Capitalisation Agreement; and

- (c) the Directors and each of them be and are hereby authorised to take any and all steps and to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they and/or he or she may in their and/or his or her absolute discretion consider necessary, desirable, expedient or in the interests of the Company in order to implement, complete or give effect to this Resolution 2.

Note to Resolution 2: In accordance with Rule 804(3), Rule 812(2) and Rule 919 of the Catalist Rules, HYP shall abstain, and undertake that her associates shall abstain, from voting on this Resolution 2. In addition, HYP and her associates shall decline appointment(s) as proxy(ies) to vote at the EGM for other Shareholders in respect of this Resolution 2, unless the Shareholders concerned have given specific instructions as to the manner in which his/her/its votes are to be cast at the EGM.

ORDINARY RESOLUTION 3

THE SJM DEBT CAPITALISATION

IT IS RESOLVED that:

- (a) for the purposes of Chapter 9 of the Catalist Rules, approval be and is hereby given for the SJM Debt Capitalisation subject to and otherwise in accordance with the terms and conditions of the SJM Debt Capitalisation Agreement;
- (b) pursuant to Section 161 of the Companies Act, Rule 804, Rule 805(1) and Rule 812 of the Catalist Rules, approval be and is hereby given for the proposed allotment and issue of 14,285,714 Conversion Shares at the Conversion Price to SJM subject to and otherwise in accordance with the terms of the SJM Debt Capitalisation Agreement; and
- (c) the Directors and each of them be and are hereby authorised to take any and all steps and to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they and/or he or she may in their and/or his or her absolute discretion consider necessary, desirable, expedient or in the interests of the Company in order to implement, complete or give effect to this Resolution 3.

Note to Resolution 3: In accordance with Rule 804(3), Rule 812(2) and Rule 919 of the Catalist Rules, SJM shall abstain, and undertake that his associates shall abstain, from voting on this Resolution 3. In addition, SJM and his associates shall decline appointment(s) as proxy(ies) to vote at the EGM for other Shareholders in respect of this Resolution 3, unless the Shareholders concerned have given specific instructions as to the manner in which his/her/its votes are to be cast at the EGM.

ORDINARY RESOLUTION 4

THE PDPL DEBT CAPITALISATION

IT IS RESOLVED that:

- (a) pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules, approval be and is hereby given for the proposed allotment and issue of 3,493,909 Conversion Shares at the Conversion Price to PDPL (or such person as may be nominated by PDPL) subject to and otherwise in accordance with the terms of the PDPL Debt Capitalisation Agreement; and
- (b) the Directors and each of them be and are hereby authorised to take any and all steps and to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they and/or he or she may in their and/or his or her absolute discretion consider necessary, desirable, expedient or in the interests of the Company in order to implement, complete or give effect to this Resolution 4.

BY ORDER OF THE BOARD

Chay Yiowmin
Lead Independent Non-Executive Director

27 January 2025
Singapore

IMPORTANT NOTES:

HOLDING OF THE EGM

1. PROXY AND VOTING AT THE EGM

- 1.1. Shareholders may attend, speak and vote at the EGM or appoint proxy or proxies to attend, speak and vote on their behalf at the EGM. A proxy need not be a member of the Company.
- 1.2. If a Shareholder wishes to appoint a proxy or proxies to vote on their behalf at the EGM, duly executed Proxy Forms, must be submitted in hard copy form or electronically via email:
 - (a) if submitted personally or by post, to be deposited with 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 by way of electronic means, to be submitted via email in Portable Document Format (PDF) to the Company's Share Registrar at main@zicoholdings.com,

in either case, by 12 February 2025, 10.00 a.m., being no less than forty-eight (48) hours before the time appointed for the holding of the EGM and/or any adjournment thereof and in default, the Proxy Form shall be treated as invalid. The completion and return of a proxy form by a Shareholder does not preclude him from attending and voting in person at the EGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

- 1.3. In appointing the Chairman of the EGM as proxy, Shareholders should specifically indicate in the Proxy Form how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of EGM, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
- 1.4. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing, and where such instrument is executed by a corporation, it must be executed either under its common seal (or by signatures of authorised persons in the manner as set out under the Companies Act as an alternative to sealing) or under the hand of its attorney or a duly authorised officer. Where a Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- 1.5. 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 its Constitution and Section 179 of the Companies Act, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- 1.6. A Shareholder who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such Shareholder's Proxy Form appoints more than one (1) proxy, the proportion of his/her/ its shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this Proxy Form as invalid.

A Shareholder who is a Relevant Intermediary (as defined below) is entitled to appoint more than two (2) 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 Shareholder. Where such Shareholder's Proxy Form appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

- 1.7. SRS and CPF investors:
 - (a) may attend and vote at the EGM if they are appointed as proxies by their SRS Operators or CPF Agent Banks, and should contact their SRS Operators or CPF Agent Banks if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy, in which case they should approach their respective SRS Operators to submit their votes by 10.00 a.m. on 4 February 2025, being at least seven (7) working days before the EGM.
- 1.8. A "**Relevant Intermediary**" is:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore 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; or
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the SFA and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, 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 members 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.

2. QUESTIONS

- 2.1. Shareholders and duly appointed proxy or proxies will be able to ask questions relating to the resolutions to be tabled for approval at the EGM. The Company will endeavour to respond to and address substantial and relevant questions as far as reasonably practicable during the EGM. Where there are substantially similar questions, the Company will consolidate such questions, and consequently, not all questions may be individually addressed.
- 2.2. Alternatively, Shareholders can submit their questions relating to the resolutions to be tabled for approval at the EGM in advance of the EGM:
- (a) if submitted personally or by post, to be deposited with the Company's Share Registrar at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted by way of electronic means, to be submitted via email to the Company's Share Registrar at main@zicoholdings.com.

Shareholders who submit questions in advance of the EGM should identify themselves by stating his/her/its full name as it appears on his/her/its CDP/SRS/CPF share records, contact number and NRIC/Passport/UEN number, and state the manner in which he/she/it holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS) for verification purposes.

All questions must be submitted by 10.00 a.m. on 7 February 2025.

- 2.3. Shareholders are encouraged to submit their questions via one of the foregoing means as soon as possible so that they may have the benefit of the answers to their questions (where substantial and relevant to the agenda of the EGM) prior to submitting their Proxy Forms. Please note that substantial and relevant questions (as may be determined by the Company at its sole discretion) from Shareholders submitted in advance and received by the Company would be addressed by the Company and published on the SGX website no later than forty-eight (48) hours before the deadline for submission of the Proxy Forms. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the EGM in respect of substantial and relevant matters.

3. EGM AND EGM DOCUMENTS

Shareholders are invited to attend the EGM in person. There will be no option for Shareholders to participate by electronic means.

This Circular, the Notice of EGM and the enclosed Proxy Form may be accessed via SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and via the Company's website at the URL <https://www.marychia.com>. A printed copy of this Circular will NOT be despatched to Shareholders. Printed copies of the Notice of EGM, the Proxy Form and the Request Form (on how to request for a copy of this Circular) will be despatched to Shareholders.

Shareholders who would like a printed copy of this Circular should complete the Request Form and return it to the Company's Share Registrar via email to main@zicoholdings.com or by post to the Company's Share Registrar at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 by 7 February 2025 with the following information:

- (a) your CDP Securities Account Number; and
- (b) if your shares are held under/ through your CPF Investment Scheme Account or physical scripts, please indicate your full name and your mailing address.

4. PERSONAL DATA PRIVACY

"**Personal data**" in this Notice has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore, which includes your name, address and NRIC/Passport number. By submitting (a) details for the registration to observe or participate in the proceeding of the EGM, or (b) an instrument appointing the Chairman of the EGM (or any person other than the Chairman) as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, (c) any questions prior to the EGM in accordance with this Notice of EGM, 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 the appointment of the Chairman as proxy for the EGM (or any person other than the Chairman), processing the registration for purpose of granting access to members (or their appointed proxies) to observe and participate in the proceedings of the EGM, addressing relevant and substantial questions from members received before the EGM and if necessary, following-up with the relevant members in relation to such questions, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, 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 "**Use of Data 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 Use of Data 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.

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