
NOTICE OF EXTRAORDINARY MEETING

MARY CHIA HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200907634N)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **MARY CHIA HOLDINGS LIMITED** (the "**Company**") at 26 Tai Seng Street, #07-02 J'Forte, Singapore 534057 on Friday, 3 February 2023 at 10.00 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolution:-

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 Company's Circular to Shareholders dated 19 January 2023 (including supplements and modifications thereto).

ORDINARY RESOLUTION 1:

THE PROPOSED CHANGE OF AUDITORS FROM MESSRS MAZARS LLP TO MESSRS FOO KON TAN LLP

THAT:

- (a) Messrs Foo Kon Tan LLP be and are hereby appointed as auditors of the Company in place of Messra Mazars LLP, and to hold office until the conclusion of the next Annual General Meeting at a fee and on such terms as may be agreed between the Directors and Messra Foo Kon Tan LLP; and
- (b) Any one of the Directors of the Company be and is hereby authorised and empowered to approve and complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

BY ORDER OF THE BOARD

MARY CHIA HOLDINGS LIMITED

Wendy Ho Yow Ping

Executive Chairman and Chief Executive Officer

Singapore

19 January 2023

NOTICE OF EXTRAORDINARY MEETING

Notes:

1. The EGM will be held, in a wholly physical format, at 26 Tai Seng Street, #07-02 J'Forte, Singapore 534057 on Friday, 3 February 2023 at 10.00 a.m. (“**Physical Meeting**”). Shareholders and other attendees who are feeling unwell on the date of EGM are advised not to attend the Physical Meeting.
2. In line with the provisions of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended from time to time, which sets out the alternative arrangements in respect of, amongst others, general meetings of listed companies in Singapore, no printed copies of the Circular, the Notice of EGM and the Proxy Form will be despatched to Shareholders.
3. An electronic copy of each of the Circular, the Notice of EGM 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>.
4. 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 EGM. Please refer to Notes 14 and 15 below for further details.
5. The resolution to be put to the vote of members at the EGM (and at any adjournment thereof) will be voted on by way of a poll.

Voting by Proxy

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

8. A proxy need not be a member of the Company.
9. 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 EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the member attends the EGM 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 EGM.

NOTICE OF EXTRAORDINARY MEETING

10. The instrument appointing proxy(ies) must be submitted not less than forty-eight (48) hours before the time appointed for holding the EGM 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 1 February 2023 ("**Proxy Deadline**").

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.

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 EGM, 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 EGM

14. A member may submit questions relating to the resolution to be tabled for approval at the EGM ahead of the EGM. To do so, all questions must be submitted by 10.00 a.m. on 27 January 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 registered office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road #06-03 Robinson 77 Singapore 068896.

If the questions are submitted by post, be deposited at the registered office of the Company's Share Registrar or sent via email, and in either case not accompanied by the completed and executed Proxy Form, the following details must be included with the submitted questions: (i)

NOTICE OF EXTRAORDINARY MEETING

the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.

15. The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM 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 EGM through publication on SGXNet, or at the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 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**"), (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.