

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 by way of electronic means on Thursday, 30 September 2021 at 10.00 a.m. (Singapore Time), 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 2021 together with the Auditors’ Report thereon. **Resolution 1**
2. To approve the payment of Directors’ fees of S\$105,000 for the financial year ending 31 March 2022 (FY2021: S\$105,000). **Resolution 2**
3. To re-elect the following Directors of the Company retiring pursuant to Regulation 98 of the Company’s Constitution.
 - (a) Ms Ho Yow Ping (He YouPing) **Resolution 3**
 - (b) Mr Sim Eng Huat **Resolution 4**
[See Explanatory Note (i)]
4. 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**
5. 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:-

6. **Approval for the continued appointment of Mr Pao Kiew Tee as an Independent Director by shareholders in accordance with Rule 406(3)(d)(iii)(A) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Catalist Rules”), which will take effect on 1 January 2022.**

That, subject to and contingent upon passing of Resolution 7 below, in accordance with Rule 406(3)(d)(iii)(A) of the Listing Manual Section B: Rules of Catalist of the SGX-ST (which will take effect from 1 January 2022):

- (a) the continued appointment of Mr Pao Kiew Tee as an Independent Director be and is hereby approved by shareholders; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
 - (i) the retirement or resignation of Mr Pao Kiew Tee as a Director, or
 - (ii) the conclusion of the third AGM of the Company following the passing of this Resolution. **Resolution 6**
[See Explanatory Note (ii)]

7. **Approval for the continued appointment of Mr Pao Kiew Tee as an Independent Director by shareholders (excluding the directors and the chief executive officer (“CEO”) of the Company and their respective associates) in accordance with Rule 406(3)(d)(iii)(B) of the Listing Manual Section B: Rules of Catalist of the SGX-ST, which will take effect on 1 January 2022.**

That, subject to and contingent upon passing of Resolution 6 above, in accordance with Rule 406(3)(d)(iii)(B) of the Listing Manual Section B: Rules of Catalist of the SGX-ST (which will take effect from 1 January 2022):

- (a) the continued appointment of Mr Pao Kiew Tee as an Independent Director be and is hereby approved by shareholders (excluding the directors and the CEO of the Company and their respective associates); and

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(b) the authority conferred by this Resolution shall continue in force until the earlier of the following:

- (i) the retirement or resignation of Mr Pao Kiew Tee as a Director, or
 - (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.
- [See Explanatory Note (ii)]

Resolution 7

8. Authority to allot and issue shares and convertible securities

That pursuant to Section 161 of the Companies Act, Chapter 50 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,

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 per cent. (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 per cent (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;

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- (3) in exercising the authority conferred by this Ordinary Resolution 8, 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 8

BY ORDER OF THE BOARD

Shirley Lim Guat Hua
Company Secretary

15 September 2021

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Explanatory Notes:

- (i) The Board of Directors, in consultation with the Nominating Committee, recommend to members the re-election of Ms Ho Yow Ping (He YouPing) and Mr Sim Eng Huat as Directors of the Company.

Ms Ho Yow Ping (He YouPing), will upon re-election as a Director of the Company, continue as Board Chairman and Chief Executive Officer. Please refer to the Corporate Governance Report on pages 13 to 44 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules.

Mr Sim Eng Huat, will upon re-election as a Director of the Company, continue as Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees and will be considered independent pursuant to Rule 704(7) of the Catalyst Rules. Please refer to the Corporate Governance Report on pages 13 to 44 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules.

- (ii) The proposed Ordinary Resolutions 6 and 7 are to seek approval from the members via a two-tier voting process for Mr Pao Kiew Tee to continue in office as an Independent Director of the Company. Subject to the passing of these resolutions, he will continue to serve as an Independent Director of the Company, until the earlier of his respective retirement or resignation, or the conclusion of the third AGM of the Company following the passing of these resolutions.

Resolution 6 and Resolution 7, if both passed, will allow Mr Pao Kiew Tee to continue in office as an Independent Director of the Company but if either Resolution 6 or Resolution 7 is not passed, Mr Pao Kiew Tee will step down as a Director of the Company before 1 January 2022 and the Company will endeavour to fill the vacancy within two months, but in any case, not later than three months.

Mr Pao Kiew Tee (Independent Non-Executive Director) will, upon re-appointment as Director of the Company, continue to serve as the Chairman of the Audit Committee and Remuneration Committee and a member of the Nominating Committee. He is considered independent for the purposes of Rule 704(7) of the Catalyst Rules.

- (iii) The Ordinary Resolution 8 proposed in item 8, if passed, will authorize 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 per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution. For 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 per cent (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 15 September 2021, the Company had no treasury shares and subsidiary holdings.

Notes:

1. The AGM is being convened, and will be held, by way of electronic means 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. Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice of AGM will be sent to members by electronic means via publication at the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-visual webcast ("**Live Webcast**") or "live" audio-only stream ("**Live Audio Stream**")), submission of questions in advance of the AGM, addressing of substantial and relevant questions prior to the AGM and/or during the AGM and voting by appointing the Chairman of the AGM as proxy, are set out in the accompanying Company's announcement dated 15 September 2021 ("**AGM Alternative Arrangements Announcement**"). The AGM Alternative Arrangements Announcement, this Notice of AGM, the Annual Report of the Company and the proxy form will be published at the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
3. Members (including persons who hold shares in the Company through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS investors**") who wish to follow the proceedings through a Live Webcast or a Live Audio Stream must pre-register at the URL <https://conveneagm.com/sg/marychia> ("**Pre-Registration Link**") no later than 10.00 a.m. on 28 September 2021 ("**Registration Cut-Off Time**"). Following verification, an email containing instructions on how to access the Live Webcast and Live Audio Stream of the proceedings of the AGM will be sent to authenticated members and CPF/SRS investors by 12.00 p.m. on 29 September 2021. Members and CPF/SRS investors who do not receive any email by 12.00 p.m. on 29 September 2021, but have registered by the Registration Cut-off Time, should email the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com for assistance.

Members holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (other than CPF/SRS investors) will not be able to pre-register at the Pre-Registration Link for the "live" broadcast of the AGM and should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements for the member to (i) participate in the AGM; (ii) submit questions in advance of the AGM; and (iii) appoint the Chairman as proxy to attend, speak and vote on their behalf at the AGM.

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4. **Due to the current COVID-19 situation, a member will not be able to attend the AGM in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.**

The instrument appointing the Chairman of the AGM as proxy ("**proxy form**") may be accessed at the Pre-registration Link and the SGXNet. Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

5. The Chairman of the AGM, as proxy, need not be a member of the Company.
6. The proxy form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. A CPF/SRS investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions.

CPF/SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on 20 September 2021, being seven (7) working days before the date of the AGM.

7. The proxy form 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 at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com, or to the Company's meeting convenor at <https://conveneagm.com/sg/marychia>

in either case, not later than 10.00 a.m. on 28 September 2021, being forty-eight (48) hours before the time appointed for holding the AGM.

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or sending it by email to any of the two email addresses provided above.

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.

8. 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.
9. 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.
10. A depositor's name must appear in the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the AGM in order for the depositor to be entitled to attend, speak and vote at the AGM.
11. Members will not be able to ask questions "live" during the broadcast of the AGM. All members (including CPF/SRS investors) may submit questions relating to the business of the AGM no later than 10.00 a.m. on 27 September 2021:
- (a) via the Pre-Registration Link at the <https://conveneagm.com/sg/marychia>;
 - (b) by email to corporate@marychia.com; or
 - (c) by post to the Company's Share Registrar at 8 Robinson Road, #03-00 ASO Building, Singapore 048544.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, members and investors are strongly encouraged to submit their questions via the pre-registration website or by email. The Company will endeavor to answer all substantial and relevant questions prior to, or at, the AGM.

12. All documents (including the Annual Report, this Notice of AGM and the proxy form) or information relating to the business of the AGM have been, or will be, published on the SGXNet. **Printed copies of the documents will not be dispatched to members.** Members are advised to check the SGX website regularly for updates.

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Personal Data Privacy:

By (a) submitting an instrument appointing the “Chairman of the Meeting” as proxy to a vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM, or (c) submitting the pre-registration form in accordance with Notice of the AGM, 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:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the “Chairman of the Meeting” as proxy for the AGM (including any adjournment thereof);
- (ii) processing of the pre-registration emails for purposes of granting access to members (or their corporate representatives in the case of members who are legal entities) to view the live webcast of the AGM proceedings and providing viewers with any technical assistance where necessary;
- (iii) addressing selected questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (v) enabling the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

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