

**MOYA HOLDINGS ASIA LIMITED**  
(Incorporated in the Republic of Singapore)  
Company Registration No. 201301085G  
65 Chulia Street, OCBC Centre #37-08  
Singapore 049513

**NOTICE OF ANNUAL GENERAL MEETING**

*This Notice and financial statement has been made available on the Company's website at [www.moyaasia.com](http://www.moyaasia.com).*

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Moya Holdings Asia Limited (the "**Company**") will be held at Mandalay Guild House, 2 Mandalay Road, Singapore 308206 on Friday, 28 June 2024 at 3.00 p.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 December 2023, together with the Directors' Statement and the Auditors' Report thereon.
2. To approve the payment of Directors' fees of up to S\$ 375,000 for the financial year ending 31 December 2024, to be paid quarterly in arrears. [FY2023: S\$395,000]
3. To re-appoint Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.
4. To transact any other ordinary business which may be properly transacted at an Annual General Meeting of the Company.

**As Special Business**

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

**5. Authority to Allot and Issue Shares**

That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**"), authority be and is hereby given to the Directors of the Company ("**Directors**") to:

- (i) issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would require Shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "**Instruments**") including but not limited to the creation and issue of options, warrants, debentures or other instruments convertible into Shares;
- (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 to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit and such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

6. **Authority to offer and grant share options and to allot and issue Shares under the Moya Holdings Asia Limited Employee Share Option Scheme (“MHAL ESOS”)**

“That pursuant to Section 161 of the Companies Act 1967 of Singapore, the Directors be authorised and empowered to grant share options in accordance with the provisions of the MHAL ESOS and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the share options granted under the MHAL ESOS (including but not limited to allotment and issuance of Shares at any time, whether during the continuance of such authority or thereafter, pursuant to the share options made or granted by the Company whether granted during the subsistence of this authority or otherwise), provided always that the aggregate number of new Shares which may be issued pursuant to the MHAL ESOS, and any other share option schemes of the Company shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier.”

By Order of the Board

Low Chai Chong  
Director

12 June 2024  
Singapore

**Explanatory Notes:**

1. The Ordinary Resolution proposed in item 5 above is to authorize the Directors of the Company from the date of the above Meeting until the next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier, unless revoked or varied at a general meeting, to issue Shares and convertible securities in the Company to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit.
2. The Ordinary Resolution proposed in item 6 above is to authorize and empower the Directors, from the date of passing of Resolution 6 to the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier, to grant share options and to allot and issue Shares pursuant to the MHAL ESOS, provided that the aggregate number of shares to be issued shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time.

**Important Notice:**

1. **Appointment of Chairman of the AGM as proxy:** Members or corporate representatives who wish to vote on the resolutions to be tabled at the AGM must appoint the Chairman of the meeting as their proxy, by depositing the proxy form by way of post or electronic mail to reach the Share Registrar, B.A.C.S. Private Limited, 77 Robinson Road #06-03 Robinson 77, Singapore 068896 (email : main@zicoholdings.com), **by 3.00 p.m. on 25 June 2024**. Detailed instructions can be found in the proxy form. Members or corporate representatives may submit completed Proxy Forms by post or electronically via email. Incomplete proxy forms will be treated as invalid.
2. Persons who hold Shares through Relevant Intermediaries (as defined below), and who wish to participate in the AGM by (a) submitting questions in advance of the AGM; and/or (b) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the Relevant Intermediary through which they hold such Shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM. In addition, 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 votes by 5.00 p.m. on 18 June 2024, being 7 working days before the date of the AGM.

“Relevant Intermediary” means:

- (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 market services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds shares in that capacity; or
- (c) the Central Provident Fund Board (“CPF 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**Personal Data Privacy:**

By (a) submitting an instrument appointing the Chairman of the AGM as proxy to vote at the AGM and/or any adjournment thereof, and/or (b) submitting any question prior to the AGM in accordance with this Notice of AGM, a shareholder of the Company consents to the collection, use and disclosure of the shareholder’s personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
  - (ii) addressing relevant and substantial questions from shareholders received before the AGM and if necessary, following up with the relevant shareholders in relation to such questions;
  - (iii) preparation and compilation of the attendance lists, proxy list, minutes and other documents relating to the AGM (including any adjournment thereof); and
  - (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, regulations and/or guidelines by the relevant authorities.
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