
NOTICE OF SPECIAL GENERAL MEETING

YUUZOO CORPORATION LIMITED
(Company Registration Number: 36658)
(Incorporated in Bermuda)

NOTICE IS HEREBY GIVEN that a Special General Meeting (the “**SGM**”) of the shareholders (the “**Shareholders**”) of YuuZoo Corporation Limited (the “**Company**”) will be held at Conference Room, 20 Science Park, Level 1 Teletech Park, Singapore 117674 on 21 March 2016 at 1:00 pm for the purpose of considering and, if thought fit, passing the following ordinary resolutions with or without modification:

*Unless the context otherwise requires, all terms used herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 4 March 2016 (“**Circular**”).*

ORDINARY RESOLUTION 1 - THE PROPOSED PLACEMENT

That subject to and contingent upon the passing of Resolution 2, approval be and is hereby given to the Directors:

- (a) to enter into and execute the Agreement, and do all such acts and things, and sign and execute all such documents and instruments as may be necessary, desirable or expedient to give effect to the terms of the Agreement;
- (b) to carry out and implement the Proposed Placement in accordance with the terms and conditions of the Agreement, including without limitation, upon receipt of the Closing Notice from the Investor, to issue and allot up to 280,000,000 Sales Shares as may be required, subject to and otherwise in accordance with the terms and conditions of the Agreement, whereby such Sales Shares shall rank *pari passu* in all respects with the then existing shares in the capital of the Company except for any dividend, rights, allotment or other distributions the record date for which is before the relevant issue and allotment date of the Sales Shares; and
- (c) pursuant to the terms of the Bermuda Companies Act and subject to and in accordance with the terms of the Memorandum of Association and Bye-laws of the Company, to carry out and implement the issue and allotment of the Sales Shares;
- (d) to complete and do and/or procure to be done all such acts and things including, without limitation, payment of any fees and expenses in connection with the Proposed Placement, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution 1.

ORDINARY RESOLUTION 2 - THE PROPOSED WARRANT AND SHARE ISSUE

That subject to and contingent upon the passing of Resolution 1, approval be and is hereby given to the Directors:

- (a) to carry out and implement the Proposed Warrant and Share Issue in accordance with the terms and conditions of the Agreement and the Warrant Conditions, including without limitation,

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- (i) to issue 55,000,000 Warrants of the Company to the Investors, subject to and otherwise in accordance with the Agreement;
- (ii) to issue and allot up to 55,000,000 Warrant Shares to the Investor in the capital of the Company as may be required or permitted to be issued and allotted on the exercise of the Warrant(s), and such Warrant Shares shall rank *pari passu* in all respects with the then existing shares in the capital of the Company except for any dividend, rights, allotment or other distributions the record date for which is before the relevant allotment date of the Warrant Shares;
- (iii) to issue such additional Warrants and additional Warrant Shares as may be required or permitted to be issued in accordance with the Warrant Conditions in respect of the Warrants, and the Bermuda Companies Act and the Memorandum of Association and Bye-laws of the Company in respect of the Warrant Shares;
- (iv) to make such adjustments to the Exercise Price as may be required or permitted to be made in accordance with the Warrant Conditions;
- (v) pursuant to the terms of the Bermuda Companies Act and subject to and in accordance with the terms of the Memorandum of Association and Bye-laws of the Company, to carry out and implement the issue of the Warrants and the issue and allotment of the Warrant Shares; and
- (vi) to complete and do and/or procure to be done all such acts and things including, without limitation, payment of any fees and expenses in connection with the Proposed Warrants and Shares Issue, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution 2.

BY ORDER OF THE BOARD

Thomas Zilliacus
Executive Chairman

Singapore
4 March 2016