



YUUZOO CORPORATION LIMITED
YUUZOO CORPORATE LIMITED
(Company Registration Number: 36658)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **YUUZOO CORPORATION LIMITED** (the "Company") will be held at OASIS 87 Science Park Drive, Singapore Science Park 1, Level 4 Auditorium, Singapore 118260 on Friday, 29 May 2015 at 11.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended to 31 December 2014 and the Reports of the Directors and the Auditors thereon. **[Resolution 1]**
- To approve the payment of Directors' fees of US\$38,300.00 for the financial year ended 31 December 2014. **[Resolution 2]**
[See Explanatory Note 1]
- To approve the Director's fees structure of (a) US\$25,000 for board membership; (b) US\$12,000 for the Chairman of the Audit Committee and US\$6,000 for its members; and (c) US\$8,000 for the Chairman of the Remuneration Committee and Nominating Committee respectively and US\$4,000 for its members respectively for the financial year ending 31 December 2015 and to be paid at the end of the financial year. **[Resolution 3]**
[See Explanatory Note 2]
- To re-elect Mr Anthony Williams, a Director retiring pursuant to the Company's Bye-Law 85(6) of the Company's Bye-Laws. **[Resolution 4]**
[See Explanatory Note 3]
- To re-elect Mr Ozi Amanat, a Director retiring pursuant to the Company's Bye-Law 85(6) of the Company's Bye-Laws. **[Resolution 5]**
[See Explanatory Note 4]
- To note the retirement of the following Directors of the Company: -
(a) Mr. Kee Poir Mok as an Independent Director of the Company; and
(b) Mr Nigel Laurie Lee as the Non-Independent Non-Executive Director of the Company. **[Resolution 6]**
[See Explanatory Note 5]
- To note that BDO LLP has expressed that they will not seek re-appointment as auditor of the Company. **[Resolution 7]**
[See Explanatory Note 6]
- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

9. Share Issue Mandate

"THAT pursuant to the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

- issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
- 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) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and
- issue Shares in pursuance of any Instruments made or granted by the Directors while such authority was in force (notwithstanding that such issue of Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Resolution),

provided that:

- the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 50% (unless paragraph (3) below applies) of the total number of issued Shares (as calculated in accordance with paragraph (2) below), and provided further that where shareholders of the Company ("**Shareholders**") are not given the opportunity to participate in the same on a pro-rata basis ("**non pro-rata basis**"), then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 20% of the total number of issued Shares (as calculated in accordance with paragraph (2) below);
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (1) above, the total number of issued Shares shall be based on the issued Shares of the Company at the time such authority was conferred, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from the exercising share options or the vesting of share awards which are outstanding or subsisting at the time such authority was conferred; and
 - any subsequent consolidation or subdivision of the Shares;and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;
- in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST) and the Bye-Laws of the Company for the time being; and
- (unless revoked or varied by the Company in a general meeting) the authority so conferred shall 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 of the Company is required by law to be held, whichever is the earlier". **[Resolution 6]**
[See Explanatory Note 7]

10. Authority to allot and issue shares under the YuuZoo Employees Share Option Scheme ("YuuZoo ESOS")

"That authority be and is hereby given to the Directors to offer and grant options under the YuuZoo ESOS and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the YuuZoo ESOS, provided always that the aggregate number of Shares to be allotted and issued pursuant to YuuZoo ESOS shall not exceed fifteen per centum (15%) of the issued share capital of the Company from time to time." **[Resolution 7]**
[See Explanatory Note 8]

11. Grant of options with a discounted exercise price

"That, subject to and contingent upon the passing of Resolution 9 above, the Directors be and are hereby authorized to grant options in accordance with the rules of the YuuZoo ESOS with exercise prices set at a discount subject to the maximum discount of 20% of the Market Price, which is the average of the last dealt prices for a share determined by reference to the daily Official List published by the SGX-ST for a period of three (3) consecutive market days immediately prior to the relevant date of grant of the option, (as determined in accordance with the rules of the YuuZoo ESOS) rounded up to the nearest whole cent in the event of fractional prices." **[Resolution 8]**

12. Authority to allot and issue shares under the YuuZoo Performance Share Scheme

"That authority be and is hereby given to the Directors to offer and grant awards under the YuuZoo Performance Share Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the YuuZoo Performance Share Scheme, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to YuuZoo Performance Share Scheme shall not exceed fifteen per centum (15%) of the issued share capital of the Company from time to time." **[Resolution 9]**
[See Explanatory Note 9]

13. Grant of options to Mr Thomas Ziliacus, as associate to a Controlling Shareholder and a Director of the Company under YuuZoo ESOS

"That the grant of options to, Mr Thomas Ziliacus, an associate to Controlling Shareholder and a Director of the Company, in accordance with the provisions of the YuuZoo ESOS, on the following terms:

- Date of grant: 14 November 2014;
- Number of options granted: 6,320,759;
- Exercise price per option granted: SGD0.25; and
- Exercise period: Two-third of the options are exercisable at a time after the expiry of 24 months from the date of grant, and the remaining one-third is exercisable at a time after the expiry of 36 months, such options to expire at the end of 10 years from the date of grant,

be and is hereby approved." **[Resolution 10]**
[See Explanatory Note 10]

Dated this 14th day of May, 2015.

On behalf of the Board

Thomas Ziliacus
Executive Chairman and Chief Executive Officer

Notes:

- With the exception of The Central Depository (Pte) Ltd. (the "**Depository**") who may appoint more than two proxies, a shareholder of the Company entitled to attend and vote at the above meeting who hold two or more shares is entitled to appoint no more than two proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- Where a form of proxy appoints more than one proxy (including the case where such appointment results from a nomination by the Depository), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- A corporation which is a shareholder of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the meeting.
- To be valid, the instrument appointing a proxy or proxies, or nominating a proxy or proxies on behalf of the Depository together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the office of Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), the Company's Singapore Share Transfer Agent either by hand to 80 Robinson Road #11-02, Singapore 068898 or by post to 80 Robinson Road #02-00, Singapore 068898 not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof. Detailed instructions can be found on the Proxy Form(s).

EXPLANATORY NOTES:

- The Directors' fee of US\$38,300 if approved, will be paid to Ms Tang Lay Hoon, Mr. Nigel Laurie Lee and Mr Kee Poir Mok on pro-rated basis for financial year ended 31 December 2014. Ms Tang Lay Hoon and Mr. Nigel Laurie Lee were appointed on 29 August 2014 and Mr. Kee Poir Mok was appointed on 3 December 2014.
- The Directors' fee structure is not applicable to Executive Director(s).
- Mr Anthony Williams, upon re-election as a director of the Company, will remain as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Mr Anthony Williams can be found under the section entitled 'Board of Directors' and page 10 of the Annual Report. There are no relationships (including immediate family relationships) between Mr Anthony Williams and the other Directors, the Company and the 10% shareholder.
- Detailed information of Mr Ozi Amanat can be found on Appendix I of the Notice of Annual General Meeting. He has no relationship (including immediate family relationships) with other Director, the Company and the 10% shareholder.
- In accordance with Bye-Law 85(6) of the Company's Bye-Laws, Mr. Kee Poir Mok retires from office. Mr. Kee Poir Mok will not be seeking re-election. Consequently, Mr. Kee Poir Mok will cease to be the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee.
In accordance with Bye-Law 87 of the Company's Bye-Laws, Mr. Nigel Laurie Lee retires from office. Mr. Nigel Laurie Lee will not be seeking re-election. Consequently, Mr. Nigel Laurie Lee will cease to be the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee.
- BDO LLP has expressed that they would not be seeking re-appointment as auditor at this Annual General Meeting. Efforts are being made by the Company to appoint a new auditor as soon as practicable. Further announcement would be released in due course once the new appointment has been confirmed.
- The proposed Resolution 6, if passed, will empower the Directors of the Company from the date of the Annual General Meeting to issue Shares in the Company up to an amount not exceeding in total 50% of the total number of issued Shares in the capital of the Company with a sub-limit of 20% other than on a pro-rata basis to shareholders for the time being for such purposes as they consider would be in the interest of the Company. The authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company, to grant options, allot and issue Shares in the Company of up to a number not exceeding in total fifteen per centum (15%) of the issued share capital of the Company from time to time pursuant to the grant of share awards under the YuuZoo ESOS.
- The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company, to grant awards, allot and issue Shares in the Company of up to a number not exceeding in total fifteen per centum (15%) of the issued share capital of the Company from time to time pursuant to the grant of share awards under the YuuZoo Performance Share Scheme.
- On 28 December 2014, the Company announced the grant of 6,320,759 options to Mr. Thomas Ziliacus, subject to the approval of shareholders of the Company. The basis for the participation of Mr Thomas Ziliacus in the YuuZoo ESOS Scheme has been provided in the Circular of the Company dated 24 June 2014. A copy of the Circular may be inspected at the Singapore Principal Business address at 20 Science Park Road Science Park 2, Teletch Park #03-11/14 Singapore 117674 during normal business hours from the date hereof up to and including the date of the Annual General Meeting. As the proposed Ordinary Resolution 10 relates to the Mr Thomas Ziliacus's participation in the YuuZoo ESOS and the authorisation for the Company to grant options to Mr Thomas Ziliacus, Mr Thomas Ziliacus and his associates will abstain from voting on this Resolution at the AGM and shall decline any appointment as proxies for shareholders to vote on this Resolution unless the shareholders concerned have given specific instructions in their respective proxy forms as to the manner in which their votes are to be cast in respect of the relevant resolutions.

IMPORTANT NOTICE

- Under the Companies Act 1981 of Bermuda (as amended) (the "**Bermuda Act**"), only those persons who agree to become shareholders of a Bermuda company and whose names are entered on the register of members of such company may be shareholders, with rights to attend and vote at general meetings ("**Shareholders**"). Accordingly, registered depositors holding shares through the Depository ("**Depositor**") would not be recognised as shareholders of the Company, and would not have a right to attend and vote at general meetings convened by the Company. In the event that depositors wish to attend and vote at general meetings of the Company, they would have to do so through the Depository appointing them as a proxy, pursuant to the Bye-Laws.
- If a Depositor wishes to attend and vote at the Annual General Meeting (the "**Meeting**"), or to nominate person(s) to attend and vote at the Meeting on behalf of the Depositor, the Depositor should complete and submit the Depositor Proxy Form. To be valid, the Depositor Proxy Form must be signed and together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, be deposited at the office of Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), the Company's Singapore Share Transfer Agent either by hand to 80 Robinson Road #11-02, Singapore 068898 or by post to 80 Robinson Road #02-00, Singapore 068898 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- If a Shareholder wishes to appoint a proxy/proxies to attend and vote at the Meeting in his/its stead, the Shareholder should complete and submit the form of proxy despatched to shareholders (the "Shareholder Proxy Form"). To be valid, the Shareholder Proxy Form must be signed and together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, be deposited at the office of Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), the Company's Singapore Share Transfer Agent either by hand to 80 Robinson Road #11-02, Singapore 068898 or by post to 80 Robinson Road #02-00, Singapore 068898 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

Personal data privacy

By lodging an instrument appointing a proxy(ies) and/or representative(s), a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (and its agents) for the purpose of the processing and administration by the Company (and its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (and its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (and its agents), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (and its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

Appendix I:

Profile of Director

Mr Ozi Amanat, 36
Mr Ozi Amanat is the founder and chairman of K2 Global, a \$100MVC firm focused on pre-IPO tech ventures and operates between Singapore and Silicon Valley. He is also the Chief Investment Officer of Singapore-based Indian conglomerate Pricer Global which is involved in telecom, finance, entertainment and education. Mr Ozi Amanat is a member of the board of trustees at Silicon Valley venture firm Astia Angels and an advisory board member of social enterprise OneHope Wine, Mount Sinai Hospital, and Seeds of Peace—all of which are based in the US. Mr Ozi Amanat does not hold any shares in the Company.