



YUUZOO CORPORATION LIMITED

(Incorporated in Bermuda)
(Company Registration Number: 36658)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting (the “**SGM**”) of YuuZoo Corporation Limited (the “**Company**”) will be held at 87 Science Park Drive, Oasis, Level 4 Auditorium, Science Park 1, Singapore 118260 on 16 May 2018 at 11.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions (the “**Resolutions**”) of which Resolution 1 will be proposed as an ordinary resolution, Resolution 2 will be proposed as a special resolution, Resolution 3 will be proposed as a special resolution and Resolution 4 will be proposed as a special resolution:-

All capitalised terms in this Notice of Special General Meeting which are not defined herein shall have the meanings ascribed to them in the circular dated 24 April 2018 (the “**Circular**”) issued by the Company to the Shareholders.

RESOLUTION 1

ORDINARY RESOLUTION

THE PROPOSED RESTRUCTURING

That subject to and contingent upon the passing of Resolutions 2, 3 and 4:

- (a) approval be and is hereby given (i) for the discontinuance of the Company from Bermuda, (ii) for the Continuation of the Company into the British Virgin Islands as a limited liability company registered under the BVI Act with the name “*YuuZoo Networks Group Corporation*”, and (iii) generally, for the Company to carry out and implement the Proposed Restructuring, as well as any other transactions contemplated thereunder; and
- (b) the Directors and/or any of them be and are/is hereby authorised to complete and do all acts and things and sign all such documents and deeds (including approving any matters in relation to the Proposed Restructuring) as they and/or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this Resolution.

RESOLUTION 2

SPECIAL RESOLUTION

THE PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF THE COMPANY

That subject to and contingent upon the passing of Resolutions 1, 3 and 4:

- (a) immediately upon the effectiveness of the Continuation, the new Memorandum and Articles, the provisions of which are set out in Appendix A to the Circular, be approved and adopted as the new Memorandum and Articles of the Company in substitution for, and to the exclusion of, the existing Bye-laws; and
- (b) the Directors and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they and/or he may consider necessary, desirable or expedient for the purpose of or in connection with and to give effect to this Resolution.

RESOLUTION 3

SPECIAL RESOLUTION

THE PROPOSED CHANGE OF NAME

That subject to and contingent upon the passing of Resolutions 1, 2 and 4:

- (a) immediately upon the effectiveness of the Continuation, the name of the Company be changed to “*YUUZOO NETWORKS GROUP CORPORATION*”; and
- (b) the Directors and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they and/or he may consider necessary, desirable or expedient to change the name of the Company from “*YUUZOO CORPORATION LIMITED*” to “*YUUZOO NETWORKS GROUP CORPORATION*”;

RESOLUTION 4

SPECIAL RESOLUTION

PROPOSED CAPITAL REORGANISATION

That subject to and contingent upon the passing of Resolutions 1, 2 and 3, immediately upon the effectiveness of the Continuation:

- (a) the authorised share capital of the Company comprising shares of a par value of US\$0.016 each of a single class be and are hereby re-designated as shares of no par value each of a single class, having the rights set out in Clause 6 of the Memorandum;
- (b) all currently issued shares of a single class each with a par value of US\$0.16 in the Company registered in the name of the Shareholders be and are hereby re-designated as shares of no par value each of a single class;
- (c) the Singapore Share Transfer Agent be and is hereby authorised and directed to update the Register of Members of the Company to reflect the foregoing re-designation of the Company’s share capital as set out in this Resolution; and
- (d) the Directors and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they and/or he may consider necessary, desirable or expedient for the purpose of or in connection with and to give effect to this Resolution.

By Order of the Board

Thomas Henrik Zilliacus
Executive Chairman

Date: 24 April 2018

Notes:-

- (1) A member of the Company entitled to attend and vote at the SGM of the Company is entitled to appoint one proxy or two proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company.
- (2) Where a member appoints two (2) proxies, he or she shall specify the proportion of his or her shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
- (3) The instrument appointing a proxy or proxies must be deposited at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than forty-eight (48) hours before the SGM.
- (4) The instrument appointing a proxy or proxies must be under the hand of the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any office or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney, shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
- (5) By submitting an instrument appointing a proxy or proxies and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of SGM dated 24 April 2018.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and / or representative(s) to attend, speak and vote at the SGM 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 SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing 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.