



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Miyoshi Limited (the “Company”) will be held at 81 Choa Chu Kang Way, Warren Golf & Country Club, Singapore 688263, Conference Room 1 & 2 (Level 2) on 28 December 2018 at 10.30 a.m., (or as soon thereafter following the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

All capitalised terms in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 6 December 2018 (the “Circular”) to the Shareholders of the Company.

AS ORDINARY RESOLUTION:

ORDINARY RESOLUTION 1: THE PROPOSED DIVERSIFICATION OF THE CURRENT CORE BUSINESS TO INCLUDE THE NEW BUSINESS

That:

- (a) approval be and is hereby given for the proposed diversification of the Group’s Current Core Business, to include (i) the electric vehicle business, involving the development, manufacturing, assembling and selling of electric vehicles and other infrastructure projects, such as fabrication and installation of charging stations; (ii) the optronics business, involving the provision of electronic solutions with wide applications in homeland security, border control and law enforcements, and the provision of high-performance face-recognition surveillance related products; and (iii) the indoor farm business, through research, production trials and the development of the Group’s high-tech indoor farm factory and domain knowledge of the operating of indoor farming in a clean room environment (collectively, the “New Business”);
- (b) the Company and/or its subsidiaries is/are hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time, any such assets, investments and shares/interests in any entity that is in the New Business on such investment, purchase, acquisition or disposal on such terms and conditions as the Directors of the Company deem fit, and such Directors of the Company be and are hereby authorised to take such steps and exercise such discretion and do all acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal;

the Directors of the Company and each of them be and are hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this Ordinary Resolution or the transactions contemplated by the Proposed Diversification of Core Business.

AS SPECIAL RESOLUTION

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

THAT:

- (a) the Regulations contained in the New Constitution of the Company as set out in Appendix I of the Circular to the Shareholders dated 6 December 2018 be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this special resolution.

By Order of the Board

MIYOSHI LIMITED

Sin Kwong Wah, Andrew

Chief Executive Officer and Executive Director

6 December 2018

Notes: -

1. (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of share shall be specified)

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

2. A proxy need not be a member of the Company.
3. An instrument appointing a proxy must be deposited at the registered office of the Company at 5 Second Chin Bee Road, Singapore 618772, not less than 48 hours before the time for holding the EGM or any adjournment thereof.
4. Where a member appoints two (2) proxies, he shall specify the percentage of his shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent 100 per cent. (100%) of his shareholding and the second named proxy shall be deemed to be an alternate to the first named.

PERSONAL DATA PRIVACY: By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.

This notice has been reviewed by the Company’s sponsor, CIMB Bank Berhad, Singapore Branch (“Sponsor”) for compliance with the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice. The contact person for the Sponsor is Mr. Ken Lee Kian Lun, Associate Director, Investment Banking, CIMB Bank Berhad, Singapore Branch at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.