



**Y VENTURES GROUP LTD.**  
(Company Registration No.: 201300274R  
(Incorporated in the Republic of Singapore)

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Y Ventures Group Ltd. (the “**Company**”) will be held by electronic means on Monday, 29 June 2020 at 3:00 p.m. (the “**AGM**”) to transact the following businesses:-

### **AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2019 together with the Independent Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr Low Yik Sen as a Director of the Company retiring pursuant to Regulation 117 of the Company’s Constitution.  
*[See Explanatory Note (i)]* **(Resolution 2)**
3. To re-elect Mr Ng Tiong Gee as a Director of the Company retiring pursuant to Regulation 117 of the Company’s Constitution.  
*[See Explanatory Note (ii)]* **(Resolution 3)**
4. To re-elect Mr Goh Cher Shua as a Director of the Company retiring pursuant to Regulation 122 of the Company’s Constitution.  
*[See Explanatory Note (iii)]* **(Resolution 4)**
5. To re-elect Mr Tan Jia Kien as a Director of the Company retiring pursuant to Regulation 122 of the Company’s Constitution.  
*[See Explanatory Note (iv)]* **(Resolution 5)**
6. To approve the payment of Directors’ fees of S\$69,000 (FY2018: S\$87,000) for the financial year ended 31 December 2019. **(Resolution 6)**
7. To re-appoint Messrs Baker Tilly TFW LLP as the Independent Auditors of the Company and authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
8. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### **AS SPECIAL BUSINESS**

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

9. **Authority to allot and issue shares** **(Resolution 8)**

That pursuant to Section 161 of the Companies Act (Chapter 50) of the Republic of Singapore (the “**Companies Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), the Directors be and are hereby authorised to:

  - (a) (i) allot and issue new ordinary shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively “**Instruments**”) that might or would require new ordinary shares to be issued during the continuance of this authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into new ordinary 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

  - (b) (notwithstanding this authorisation conferred may have ceased to be in force) issue new ordinary shares in pursuance of any Instruments made or granted by the Directors while this authorisation was in force,

provided that:

- (1) the aggregate number of new ordinary shares to be issued pursuant to such authority (including new ordinary shares to be issued in pursuance of the Instruments, made or granted pursuant to this authorisation shall not exceed 100.0% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of new ordinary shares to be issued (including new ordinary shares to be issued pursuant to the Instruments) other than on a pro rata basis to existing Shareholders shall not exceed 50.0% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of new ordinary shares (including new ordinary shares to be issued pursuant to the Instruments) that may be issued under subparagraph (1) above, the percentage of new ordinary shares that may be issued shall be based on the issued share capital of the Company (excluding treasury shares and subsidiary holdings) at the time of passing of this authority, after adjusting for:
  - (a) new ordinary shares arising from the conversion or exercise of the Instruments or any convertible securities which were issued and outstanding or subsisting at the time of the passing of this authority;
  - (b) new ordinary shares arising from exercising share options or vesting of share awards which were issued and outstanding or subsisting at the time of the passing of this authority, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of ordinary shares;
- (3) in exercising such authority, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting by ordinary resolution, such authority 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 earlier.

*[See Explanatory Note (v)]*

By Order of the Board

Wee Woon Hong  
Company Secretary

Singapore,  
12 June 2020

**Explanatory Notes:**

- (i) Mr Low Yik Sen will, upon re-election as a Director of the Company, remain as Managing Director of the Company. Detailed information required on Mr Low Yik Sen pursuant to Rule 720(5) of the Catalist Rules can be found in the Annual Report 2019.
- (ii) Mr Ng Tiong Gee will, upon re-election as a Director of the Company, remain as member of the Audit, Remuneration and Nominating Committees. He is considered independent by the Board of Directors for the purpose of Rule 704(7) of the Catalist Rules. Detailed information required on Mr Ng Tiong Gee pursuant to Rule 720(5) of the Catalist Rules can be found in the Annual Report 2019.
- (iii) Mr Goh Cher Shua will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and member of Remuneration and Nominating Committees. He is considered independent by the Board of Directors for the purpose of Rule 704(7) of the Catalist Rules. Detailed information required on Mr Goh Cher Shua pursuant to Rule 720(5) of the Catalist Rules can be found in the Annual Report 2019.
- (iv) Mr Tan Jia Kien will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and member of Audit and Remuneration Committees. He is considered independent by the Board of Directors for the purpose of Rule 704(7) of the Catalist Rules. Detailed information required on Mr Tan Jia Kien pursuant to Rule 720(5) of the Catalist Rules can be found in the Annual Report 2019.

- (v) The Ordinary Resolution 8 above, if passed, will empower the Directors of the Company from the date of this AGM until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue new ordinary shares, make or grant Instruments convertible into new ordinary shares and to issue new ordinary shares pursuant to such Instruments, up to a number not exceeding, in total, 100.0% of the total number of issued ordinary shares, (excluding treasury shares and subsidiary holdings), of which up to 50.0% may be issued other than on a pro rata basis to shareholders of the Company.

**Notes:-**

- a. A member of the Company (including a relevant intermediary) entitled to attend and vote at the AGM must appoint the Chairman of the AGM to act as proxy and direct the vote at the AGM. The Chairman of the AGM, as proxy, need not be a member of the Company.
- “**relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act.
- b. The instrument appointing the Chairman of the AGM as proxy, duly executed, must be submitted by:  
(i) email to [agmfy2019@yventures.com.sg](mailto:agmfy2019@yventures.com.sg); or  
(ii) mail (post) to the Company’s registered office at 1, Lorong 2 Toa Payoh, #05-06 Braddell House, Singapore 319637, not less than 72 hours before the time appointed for holding the AGM.
- c. The instrument appointing the Chairman of the AGM as proxy, must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- d. Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including investors under the Supplementary Retirement Scheme (“**SRS Investors**”), who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries, including agent banks approved by CPF under the Supplementary Retirement Scheme (“**SRS Operators**”), to submit their voting instructions at least seven (7) working days before the AGM in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.
- e. A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to access the Live AGM Webcast and attend and vote by appointing the Chairman of the AGM as proxy at the AGM.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s and its proxy(ies)’s or representative(s)’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 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 (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”); and (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 express 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.

**Measures to Minimise Risk of Community Spread of 2019 Novel Coronavirus (“COVID-19”):**

This AGM will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice and Proxy Form in respect of the AGM will **not** be despatched to shareholders. These documents can be assessed at the Company’s website at <https://yventures.com.sg/> and SGX Website at <https://www.sgx.com/securities/company-announcements>.

The Annual Report 2019 has been despatched to shareholders and posted on the Company’s website and SGXNet on 7 April 2020. This can be accessed at the Company’s website and SGX website.

In view of the evolving COVID-19 situation, the Company is arranging for a live webcast and live audio feed of the Annual General Meeting proceedings (the “**Live AGM Webcast**” or the “**Live AGM Audio Feed**”) which will take place on Monday, 29 June 2020 at 3:00 p.m. (the “**AGM**”) in place of a physical AGM. **Shareholders will be able to watch or listen to the AGM proceedings through the Live AGM Webcast or the Live AGM Audio Feed, and the Company will not accept any physical attendance by shareholders. Any shareholder seeking to attend the AGM physically in person will be turned away.**

Shareholders will be able to participate in the AGM in the following manner set out in the paragraphs below.

**Live AGM Webcast and Live AGM Audio Feed:**

1. Shareholders may watch or listen to the AGM proceedings through the Live AGM Webcast or the Live AGM Audio Feed. To do so, shareholders will need to pre-register at <https://www.meetings.vision/yventures-agm-registration> (the "Registration Link") by 3:00 p.m. on 26 June 2020 (Friday) (the "Registration Deadline") to enable the Company to verify their status.
2. Following verification, authenticated shareholders will receive an email by 3:00 p.m. on 28 June 2020 (Sunday) containing user ID and password details as well as a link to access the Live AGM Webcast or a telephone number to access the Live AGM Audio Feed.
3. Shareholders must not forward the abovementioned link or telephone number to other persons who are not shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast and the Live AGM Audio Feed. Only one (1) person will be allowed to the Live AGM Webcast per registration.
4. Shareholders who register by the Registration Deadline but do not receive an email response by 3:00 p.m. on 28 June 2020 (Sunday) may contact the Company by email to [agmfy2019@yventures.com.sg](mailto:agmfy2019@yventures.com.sg) for assistance.

**Submission of Proxy Forms to Vote:**

1. **Shareholders will not be able to vote online or through the Live AGM Webcast or the Live AGM Audio Feed on the resolutions to be tabled for approval at the AGM. Shareholders who wish to exercise their votes must submit a proxy form to appoint the Chairman of the AGM to cast votes on their behalf.**
2. Shareholders (whether individual or corporate and including a Relevant Intermediary) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
3. The proxy form (a copy of which is also attached hereto), duly completed and signed, must be submitted by:
  - (a) email to [agmfy2019@yventures.com.sg](mailto:agmfy2019@yventures.com.sg); or
  - (b) mail (post) to the Company's registered office at 1, Lorong 2 Toa Payoh, #05-06 Braddell House, Singapore 319637,**by no later than Friday, 26 June 2020, 3:00 p.m. being 72 hours before the time appointed for the AGM.**

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**
4. Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including the SRS Investors, who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries, including SRS Operators, to submit their voting instructions at least seven (7) working days before the AGM (i.e. no later than 18 June 2020) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

**Submission of Questions:**

1. **Please note that shareholders will not be able to ask questions at the AGM during the Live AGM Webcast or the Live AGM Audio Feed, and therefore it is important for shareholders to pre-register their participation in order to be able to submit their questions in advance of the AGM.**
2. Shareholders may submit questions relating to the items on the agenda of the AGM via the Registration Link. All questions must be submitted by the Registration Deadline.
3. The Company will endeavour to address the substantial and relevant questions before the AGM. The responses to such questions from members will be posted on the SGXNet and the Company's website before the date of the AGM.
4. The Company will endeavor to, within one (1) month after the date of the AGM, publish the minutes of the AGM on SGXNet and the Company's website.

**Investors who hold Shares through Relevant Intermediaries (as defined in Section 181 of the Companies Act):**

Such investors (including SRS Investors) who wish to participate in the AGM by:

- (a) observing or listening to the AGM proceedings contemporaneously via the Live AGM Webcast or the Live AGM Audio Feed;
  - (b) submitting questions in advance of the AGM; and/or
  - (c) voting by appointing the Chairman of the AGM as proxy at the AGM,
- should contact the relevant intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

**IMPORTANT NOTES:** As the COVID -19 pandemic continues to evolve, further measures and/or changes to the AGM arrangements may be made on short notice in the ensuing days, even up to the day of the AGM. Please check our Company website at <https://yventures.com.sg> or SGX Website at <https://www.sgx.com/securities/company-announcements> for updates.

The Company seeks the understanding and cooperation of all shareholders in enabling the Company to hold the AGM with the optimum safe distancing measures to minimise the risk of community spread of COVID-19.

**Sponsor's Statement:**

This notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST 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

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