

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

**MINUTES OF THE ANNUAL GENERAL MEETING (“AGM”) OF Y VENTURES GROUP LTD.,
HELD AT COMMON GROUND CIVIC CENTRE & CONSULTANCY (LEVEL 3, TRAINING ROOM 2),
21 BEDOK NORTH STREET 1, SINGAPORE 469659 ON WEDNESDAY, 30 APRIL 2025 AT
2.00 P.M. (THE “MEETING”)**

1. CHAIRMAN OF MEETING

Mr Low Yik Sen, the Executive Chairman and Managing Director of the Company (the “**Chairman**”), took the chair of the Meeting and extended a welcome to shareholders of the Company (“**Shareholders**”) for their attendance at the Meeting.

The Chairman introduced the following members of the Board who were present at the Meeting (in addition to the Chairman):

Name of Directors

- | | |
|----------------------------|--|
| • Mr Low Yik Jin | (Chief Executive Officer and Executive Director) |
| • Mr Edward Tiong Yung Suh | (Lead Independent Director) |
| • Mr Tan Jia Kien | (Independent Director) |
| • Mr Tan Chade Phang | (Independent Director) |

2. QUORUM

Having ascertained that a quorum was present, the Chairman called the Meeting to order at 2.00 p.m.

3. NOTICE OF MEETING

The Notice of AGM dated 15 April 2025 (the “**Notice**”), having been despatched to Shareholders and made available on the SGX website and the Company’s website, was taken as read.

4. POLL VOTING

The Chairman informed Shareholders that to be in line with Rule 730A(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Catalist Rules**”), all motions tabled at the Meeting were voted by way of a poll pursuant to Regulation 71(1) of the Company’s Constitution. All the proposed motions would require a simple majority of votes for them to be carried.

The Company had appointed Convene SG Pte. Ltd. as Polling Agent and Corporate BackOffice Pte. Ltd. as Scrutineer for the Meeting. A video was played by the Scrutineer to explain the electronic voting process.

The Chairman had been appointed as proxy by certain Shareholders to vote on their behalf in his capacity as the Chairman of the Meeting and would vote in accordance with their instructions. The proxy forms received by the Company had been counted by the Polling Agent and verified by the Scrutineer.

At the request of the Chairman, a facilitator (the “**Facilitator**”) continued with the subsequent items of the Meeting on his behalf.

5. WRITTEN QUESTIONS FROM SHAREHOLDERS

The Facilitator informed the Meeting that the Company had not received any written questions from Shareholders in relation to the Company’s Annual Report for the financial year ended 31 December 2024 and resolutions set out in the Notice prior to the Meeting.

6. ORDINARY RESOLUTION 1: ADOPTION OF THE DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024, TOGETHER WITH THE INDEPENDENT AUDITOR'S REPORT THEREON

Ordinary Resolution 1 on the Notice, which was 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 2024, together with the Independent Auditor's Report thereon. The Facilitator invited questions from Shareholders. There being no questions, the Facilitator put the following motion to the Meeting on the Chairman's behalf:

"That the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2024, together with the Independent Auditor's Report thereon, be received and adopted."

The motion was duly proposed and seconded by two Shareholders, respectively. The results of the poll were as follows:

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	251,124,000	0	251,124,000
PERCENTAGE	100%	0	100%

Based on the poll results, Ordinary Resolution 1 was carried.

7. ORDINARY RESOLUTION 2: RE-ELECTION OF MR LOW YIK SEN AS DIRECTOR

Ordinary Resolution 2 on the Notice, which was to seek Shareholders' approval for the re-election of Mr Low Yik Sen, a Director retiring pursuant to Regulation 117 of the Company's Constitution. Mr Low Yik Sen had indicated his consent to continue in office. The Facilitator invited questions from Shareholders. There being no questions, the Facilitator put the following motion to the Meeting on the Chairman's behalf:

"That Mr Low Yik Sen be re-elected as Director of the Company."

The motion was duly proposed and seconded by two Shareholders, respectively. The results of the poll were as follows:

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	251,124,000	0	251,124,000
PERCENTAGE	100%	0	100%

Based on the poll results, Ordinary Resolution 2 was carried.

8. ORDINARY RESOLUTION 3: RE-ELECTION OF MR TAN CHADE PHANG AS DIRECTOR

Ordinary Resolution 3 on the Notice, which was to seek Shareholders' approval for the re-election of Mr Tan Chade Phang, the Director retiring pursuant to Regulation 117 of the Company's Constitution. Mr Tan Chade Phang had indicated his consent to continue in office. The Facilitator invited questions from Shareholders. There being no questions, the Facilitator put the following motion to the Meeting on the Chairman's behalf:

"That Mr Tan Chade Phang be re-elected as Director of the Company."

The motion was duly proposed and seconded by two Shareholders, respectively. The results of the poll were as follows:

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	251,124,000	0	251,124,000
PERCENTAGE	100%	0	100%

Based on the poll results, Ordinary Resolution 3 was carried.

9. ORDINARY RESOLUTION 4: APPROVAL OF PAYMENT OF DIRECTORS' FEES OF S\$89,500 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Ordinary Resolution 4 on the Notice, which was to seek Shareholders' approval for the payment of Directors' fees for the financial year ended 31 December 2024. The Board recommended the payment of Directors' fees of S\$89,500 for the financial year ended 31 December 2024. The Facilitator invited questions from Shareholders. There being no questions, the Facilitator put the following motion to the Meeting on the Chairman's behalf:

"That the payment of Directors' fees of S\$89,500 for the financial year ended 31 December 2024 be approved."

The motion was duly proposed and seconded by two Shareholders, respectively. The results of the poll were as follows:

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	251,124,000	0	251,124,000
PERCENTAGE	100%	0	100%

Based on the poll results, Ordinary Resolution 4 was carried.

10. ORDINARY RESOLUTION 5: RE-APPOINTMENT OF MESSRS BAKER TILLY TFW LLP AS THE INDEPENDENT AUDITOR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Ordinary Resolution 5 on the Notice, which was to seek Shareholders' approval for the re-appointment of Messrs Baker Tilly TFW LLP as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration. Messrs Baker Tilly TFW LLP had expressed its willingness to accept re-appointment. The Facilitator invited questions from Shareholders. There being no questions, the Facilitator put the following motion to the Meeting on the Chairman's behalf:

"That Messrs Baker Tilly TFW LLP be re-appointed as Independent Auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and the Directors be authorised to fix their remuneration."

The motion was duly proposed and seconded by two Shareholders, respectively. The results of the poll were as follows:

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	251,124,000	0	251,124,000
PERCENTAGE	100%	0	100%

Based on the poll results, Ordinary Resolution 5 was carried.

11. ORDINARY RESOLUTION 6: AUTHORITY TO ALLOT AND ISSUE SHARES

As there were no further items of ordinary business arising, the proceedings continued with the special business of the AGM.

Ordinary Resolution 6 on the Notice, which was to seek Shareholders' approval to authorise the Directors to allot and issue shares or convertible securities of the Company pursuant to Section 161 of the Companies Act 1967 of Singapore and the Catalist Rules. With the consent of Shareholders, the proposed Ordinary Resolution 6 set out in the Notice was taken as read. The Facilitator invited questions from Shareholders. There being no questions, the Facilitator put the following motion to the Meeting on the Chairman's behalf:

"That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), the Directors be authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company ("**Shares**") 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 Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, 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 at their absolute discretion deem fit; and

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

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraphs (2)(a) and (2)(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, 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), the Companies Act and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company at a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier."

The motion was duly proposed and seconded by two Shareholders, respectively. The results of the poll were as follows:

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	251,124,000	0	251,124,000
PERCENTAGE	100%	0	100%

Based on the poll results, Ordinary Resolution 6 was carried.

12. END OF MEETING

The Chairman declared the Meeting closed at 2.30 p.m. and thanked all present for attending the Meeting.

Signed as a correct record,

LOW YIK SEN

Chairman of the Meeting