



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (“AGM”) of Yongnam Holdings Limited (the “Company”) will be held by way of electronic means on Friday, 29 April 2022 at 10.00 a.m. to transact the following businesses:

## AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2021 and the Directors’ Statement together with the Reports of the Auditors thereon. **(Resolution 1)**
  
2. To approve the payment of proposed Directors’ fees of \$177,500 for the financial year ended 31 December 2021 (FY2020: \$190,000). **(Resolution 2)**
  
3. To re-elect the following Directors who are retiring by rotation pursuant to Regulation 103 of the Constitution of the Company:–
  - (a) Mr Lim Ghim Siew, Henry; **(Resolution 3)**  
[Please refer to the explanatory note (a) provided]
  
  - (c) Mr Tan Eng Kiat, Dominic. **(Resolution 4)**  
[Please refer to the explanatory note (b) provided]
  
4. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 5)**

## AS SPECIAL BUSINESS

To consider and, if thought fit, pass following ordinary resolution:

### 5. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act 1967 and 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:

- (a) (i) issue and allot new shares (“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 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
- (b) (notwithstanding that 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,

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provided that:

- (1) the aggregate number of Shares to be issued pursuant to such authority (including Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with 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 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 of the Company, excluding treasury shares and subsidiary holdings, at the time such authority was conferred, 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 Listing Manual of the SGX-ST; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) 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), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and
- (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue to be 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.

**(Resolution 6)**

[Please refer to the explanatory note (c) provided]

6. To transact any other ordinary business that may be properly transacted at an AGM of the Company.

## BY ORDER OF THE BOARD

SEOW SOON YONG  
Chief Executive Officer  
14 April 2022

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## Explanatory Notes:

- (a) Mr Lim Ghim Siew, Henry (Independent Non-Executive) will, upon re-election as Director of the Company, continue to serve as the Chairman of the Remuneration Committee as well as a member of the Audit Committee and Nominating Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Detailed information on Mr Lim Ghim Siew, Henry can be found under the "Directors' Profile" and "Additional Information on Director seeking re-election pursuant to Rule 720(6) of the Listing Manual of the SGX-ST" sections in the Company's Annual Report 2021.

- (b) Mr Tan Eng Kiat, Dominic (Independent Non-Executive) will, upon re-election as Director of the Company, continue to serve as the Chairman of the Audit Committee and Nominating Committee as well as a member of the Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Detailed information on Mr Tan Eng Kiat, Dominic can be found under the "Directors' Profile" and "Additional Information on Director seeking re-election pursuant to Rule 720(6) of the Listing Manual of the SGX-ST" sections in the Company's Annual Report 2021.

- (c) The proposed Ordinary Resolution 6, if passed, will empower the Directors from the date of the AGM until the date of the next AGM, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro-rata basis. For the purpose of this resolution, the total number of issued Shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this proposed Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards, provided the options or awards granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST and any subsequent bonus issue, consolidation or subdivision of Shares.

## 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 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 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 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.

## INSTRUCTIONS TO SHAREHOLDERS

The AGM is being convened, and 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 of AGM (the "Notice"), proxy form and the Annual Report 2021 of the Company will not be sent to members.** Instead, these documents will be sent to members by electronic means via an announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at the URL <http://www.yongnamgroup.com>.

Due to the current COVID-19 situation in Singapore, Shareholders will not be able to attend the AGM in person. The following are the alternative arrangements which have been put in place for Shareholders to participate in the AGM:

- observing the AGM proceedings via "live" audio-visual webcast or "live" audio webcast;
- submitting questions in advance of the AGM; and
- appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

Shareholders are to note the following instructions with regard to the pre-registration, pre-submission of questions and submission of proxy forms:-

### 1. Registration to attend "live" audio-visual webcast and "live" audio webcast ("Live AGM Webcast")

- All shareholders as well as investors who hold shares through relevant intermediaries (including CPF or SRS investors), who wish to follow the proceedings of the AGM through the Live AGM Webcast must pre-register online at the pre-registration website at Yongnam AGM Website, URL <https://conveneagm.sg/yhl2022>, to create an account, no later than **10.00 a.m. on 26 April 2022** (the "Registration Deadline").
- Following the verification, authenticated shareholders or investors will receive the login details to join the Live AGM Webcast by **28 April 2022 at 10.00 a.m.** The confirmation email will contain user ID and password details, as well as the link to access the "live" audio-visual webcast/"live" audio webcast.

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- (c) Shareholders must not forward the login details to join the Live AGM Webcast to other person who is not a shareholder of the Company and/or who is not authorised to attend the Live AGM Webcast.
- (d) Shareholders who register by the Registration Deadline but do not receive an email response by **28 April 2022, 10.00 a.m.** should contact the Company's Share Registrar, Tricor Barbinder Share Registration Services via email at [sg.is.enquiry@sg.tricorglobal.com](mailto:sg.is.enquiry@sg.tricorglobal.com) with the following details to be included, (i) the full name of the shareholder; and (2) his/her/its identification/registration number, **before 12.00 p.m. on 28 April 2022.**

## 2. Submission of Questions

Shareholders will not be able to ask questions at the AGM live during the webcast. Therefore, it is important for Shareholders to pre-register and submit their questions in advance of the AGM.

- (a) Shareholders will not be able to ask questions during the Live AGM Webcast.
- (b) Shareholders may pre-register and submit their questions relating to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner:
  - (i) via the pre-registration website.  
Shareholders who pre-register to observe and/or listen to the live AGM proceedings may submit their questions via the pre-registration website at the Yongnam AGM Website, URL <https://conveneagm.sg/yhl2022>; or
  - (ii) via email.  
Shareholders may submit their questions via email at [questions@yongnamgroup.com](mailto:questions@yongnamgroup.com). If the questions are sent via email, please provide us with the following details: (i) The full name of shareholder; (ii) identification/registration number; and (iii) The manner in which you hold shares in the Company (e.g. via CDP/CPF/SRS).
- (c) All questions must be submitted by **22 April 2022 at 10.00 a.m.**
- (d) The Management and the Board of Directors of the Company will endeavour to address all substantial and relevant questions received from shareholders prior to the AGM by publishing the responses to those questions on SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.yongnamgroup.com> at least 48 hours prior to the closing date and time of the lodgement of the proxy forms. Where substantial and relevant questions submitted by shareholders after the above timeline and are unable to be addressed prior to the AGM, the Company will address them at the AGM and the response will be included in the Minutes of the AGM which will be published on the SGXNet and the Company's website within One (1) month after the date of the AGM.

## 3. Proxy Voting

- (a) Shareholders will not be able to vote online at the AGM. Instead, if shareholders wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the AGM (the "AGM Chairman") to vote on their behalf in accordance with the instructions on the proxy form.
- (b) The proxy form must be submitted through any one of the following means no later than **10.00 a.m. on 26 April 2022**:–
  - (i) via the Yongnam AGM Website in the electronic format accessible on the Yongnam AGM Website, URL <https://conveneagm.sg/yhl2022>; or
  - (ii) by depositing a physical copy at the registered office of the Company at 51 Tuas South Street 5, Singapore 637644; or
  - (iii) by sending a scanned PDF copy by email to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com).
- (c) Investors who hold their shares through relevant intermediaries (including CPF or SRS investors) and who wish to exercise their votes by appointing the AGM Chairman as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Operators) to submit their voting instructions at least **seven (7) working days** prior to the date of the AGM.

## IMPORTANT REMINDERS

Due to the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM. Further, in view of the current COVID-19 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.