

# YHI INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore - Company Registration No. 200007455H)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of YHI International Limited (the “Company”) will be convened and held at 2 Pandan Road, Singapore 609254 on Friday, 25 April 2025 at 10.00 a.m. (Singapore Time) for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a first and final tax-exempt dividend of 2.30 Singapore cents per ordinary share for the financial year ended 31 December 2024 (2023: 3.15 Singapore cents). **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Regulation 89 of the Company’s Constitution:  
  
Mr Hong Pian Tee **(Resolution 3)**  
Mr Ong Kian Min **(Resolution 4)**  
  
*Mr Hong Pian Tee will, upon re-election, remain as the Lead Independent Director, Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee of the Company.*  
  
*Mr Ong Kian Min will, upon re-election, remain as an independent director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee of the Company.*
4. To approve the payment of Directors’ fees of S\$145,000 for the financial year ended 31 December 2024 (2023: S\$145,000). **(Resolution 5)**
5. To re-appoint PricewaterhouseCoopers LLP, Certified Public Accounts as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
6. 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:

### 7. **Authority to allot and issue shares in the capital of the Company (“Shares”) - Share Issue Mandate**

“That, pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”) and Rule 806 of the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

- (A)
  - (i) allot and issue shares in the capital of the Company (the “**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 new Shares to be allotted and 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 of the Company shall in their absolute discretion deem fit; and

- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) allot and issue Shares in pursuance of any Instrument 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 the Instruments, made or granted pursuant to this Resolution) and convertible securities to be allotted and issued pursuant to this Resolution shall 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 sub-paragraph (2) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to the shareholders of the Company 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 at the time of passing of this Resolution);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be allotted and issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, 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.

Any adjustments made in accordance with sub-paragraphs (2)(a) and (2)(b) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/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 Listing Manual of the SGX-ST as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution 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 is required by law to be held, whichever is the earlier.”  
*[See Explanatory Note (i) and (ii)]* **(Resolution 7)**

#### 8. **Authority to allot and issue Shares under the 2021 YHI Share Option Scheme**

“That pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be and are hereby authorised to grant Options in accordance with the rules of the 2021 YHI Share Option Scheme, and to allot and issue from time to time such number of fully paid-up shares in the Company as may be required to be allotted and issued pursuant to the exercise of the Options granted under the 2021 YHI Share Option Scheme, provided always that the aggregate number of new shares to be allotted and issued pursuant to the exercise of the Options granted or to be granted under the 2021 YHI Share Option Scheme, when added to all shares, options or awards granted under any other share option scheme, performance share plan or share incentive scheme of the Company then in force, shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.”  
*[See Explanatory Note (iii)]* **(Resolution 8)**

#### 9. **The Proposed Renewal of the Share Buy-Back Mandate**

“That:

- (1) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Percentage (as defined below), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined below), whether by way of:
  - (a) on-market purchases on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted (“**Other Exchange**”) (“**On-Market Purchases**”); and/or
  - (b) off-market purchases (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act 1967 of Singapore (“**Off-Market Purchases**”),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buy-Back Mandate**”);
- (2) the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of:
  - (a) the date on which the next annual general meeting of the Company is held;

- (b) the date by which the next annual general meeting of the Company is required by law to be held;
  - (c) the date when such mandate is revoked or varied by the Shareholders of the Company in general meeting; or
  - (d) the date on which the purchases or acquisitions of issued Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated.
- (3) in this Ordinary Resolution:
- “Maximum Percentage”** means that number of issued Shares representing not more than 10.0% of the total number of issued Shares as at date of the passing of this Ordinary Resolution (excluding any treasury shares and subsidiary holdings as at that date);
- “Maximum Price”** in relation to a Share to be purchased or otherwise acquired, means the purchase price as determined by the Directors (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) and not exceeding:
- (a) in the case of an On-Market Purchase, 105.0% of the Average Closing Price of the Shares. For this purpose, the Average Closing Price is:
    - (i) the average of the closing market prices of the Shares over the last five (5) market days (on which transactions in the Shares were recorded) immediately before the date of the Share Purchase by the Company; and
    - (ii) deemed to be adjusted for any corporate action that occurs during the relevant five (5) market day period and the day on which the Share Purchase is made; and
  - (b) in the case of an Off-Market Purchase, 105.0% of the highest price at which a Share is transacted on the SGX-ST on the market day (when transactions in the Shares are recorded) immediately preceding the date on which the Company announces an Off-Market Purchase offer stating the purchase price and the relevant terms of the equal access scheme.
- (4) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”
- [See Explanatory Note (iv)]* **(Resolution 9)**

To consider and if thought fit, to pass the following resolution as a Special Resolution, with or without any modifications:

#### 10. **The Proposed Adoption of the New Constitution**

That:

- (1) The regulations contained in the New Constitution as set out in Appendix 1 to the Letter to Shareholders 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
- (2) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company

to give effect to the proposed adoption of the New Constitution and/or the transactions authorised by this Special Resolution.  
*[See Explanatory Note (v)]*

**(Special Resolution)**

By Order of the Board  
**YHI International Limited**

Tay Tian Hoe Richard  
Executive Chairman and Group Managing Director

3 April 2025

### Explanatory Notes:

- (i) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a *pro-rata* basis to shareholders.
- (ii) For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution 7 is passed after adjusting for new Shares arising from the exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when Ordinary Resolution 7 is passed, and any subsequent bonus issue, consolidation or subdivision of shares.
- (iii) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors to grant options and to allot and issue Shares in accordance with the provisions of the 2021 YHI Share Option Scheme and pursuant to Section 161 of the Companies Act 1967 to allot and issue shares upon the exercise of such options in accordance with the 2021 YHI Share Option Scheme. Please refer to the circular dated 1 November 2021 for further details.
- (iv) The Ordinary Resolution 9 proposed in item 9 above, if passed, will empower the Directors of the Company to purchase, on behalf of the Company, Shares in accordance with the terms set out in the letter to shareholders of the Company dated 3 April 2025 (the “**Letter to Shareholders**”) as well as the rules and regulations set forth in the Companies Act 1967 of Singapore and the Listing Rules of the SGX-ST. Please refer to the Letter to Shareholders for more information relating to the renewal of the Share Buy-Back Mandate.
- (v) The Special Resolution proposed in item 10 above, if passed, will result in the adoption of the New Constitution in place of the Existing Constitution of the Company, in accordance with the terms set out in the Letter to Shareholders. Please refer to the Letter to Shareholders for more information relating to the proposed adoption of the New Constitution.

### Important Notes to Shareholders on arrangements for the Annual General Meeting:

1. The Annual General Meeting (“**AGM**”) will be held at 2 Pandan Road, Singapore 609254 on Friday, 25 April 2025 at 10.00 a.m. (Singapore Time) for the purpose of considering and if thought fit, passing, with or without any modification, the Ordinary Resolutions and the Special Resolution set out in this Notice of AGM. **There will be no option for Shareholders to participate virtually.**
2. **Printed copies of this Notice of AGM, Proxy Form, annual report for the financial year ended 31 December 2024 (“FY2024 Annual Report”) and the Letter to Shareholders will be despatched to Shareholders.** In addition, this Notice of AGM, Proxy Form, FY2024 Annual Report and the Letter to Shareholders may be accessed at the Company’s website at the URL <https://www.yhigroup.com/investor/agm2025/> and through SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Arrangements relating to attendance at the AGM, submission of comments, queries and/or questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant comments, queries and/or questions before the AGM, and voting by appointing proxy(ies) (including the Chairman of the Meeting), are set out in this Notice of AGM. Please refer to the section titled “Key dates/deadlines” below for the relevant steps and details for Shareholders to participate at the AGM.
4. **There will be no option for Shareholders to participate virtually at the AGM. A Shareholder (whether individual or corporate) must vote live at the AGM or must appoint proxy(ies) (including the Chairman of the Meeting), to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM.** The Proxy Form may be accessed at the Company’s website at the URL <https://www.yhigroup.com/investor/agm2025/> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

5. Where a Shareholder (whether individual or corporate) appoints proxy(ies) (including the Chairman of the Meeting) as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her/their discretion.

Only Shareholders or their appointed proxy(ies) who have been successfully verified will be entitled to attend the AGM.

6. CPF/SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes and/or questions relating to the resolutions tabled for approval at the AGM by 5.00 p.m. on Tuesday, 15 April 2025 (that is, at least seven (7) working days before the date of the AGM).
7. The Company may be required to change the arrangements for the AGM at short notice. For the latest updates on the arrangements for the AGM, Shareholders should check the Company's website at the URL <https://www.yhigroup.com/investor/agm2025/>. Such updates will also be made available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
8. Duly appointed proxy(ies), including the Chairman of the Meeting acting as proxy, need not be a Shareholder of the Company.
9. The Proxy Form must be submitted to the Company in the following manner:
- (a) if submitted by post, be deposited at the registered office of the Company at No. 2 Pandan Road, Singapore 609254; or
  - (b) if submitted by way of electronic means, be submitted via email in Portable Document Format (PDF) to the Company at [yhi-agm@yhi.com.sg](mailto:yhi-agm@yhi.com.sg),

in either case, by 10.00 a.m. on Tuesday, 22 April 2025. A Shareholder who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. **Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

#### Personal Data Privacy:

By submitting a Proxy Form appointing a proxy(ies) (including the Chairman of the Meeting) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxy(ies) 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 Shareholder discloses the personal data of the proxy(ies) and/or representative(s) to the Company (or its agents or services providers), the Shareholder 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 Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

#### Key dates/deadlines:

Key Dates	Events and Information
10.00 a.m. on Friday, 11 April 2025	<b>Deadline for Shareholders to submit questions.</b> Shareholders may submit questions, queries and/or comments related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting in advance of the AGM by submitting their questions (i) by post to the

	<p>Company's registered office at No. 2 Pandan Road, Singapore 609254, addressed to the attention of the Chief Financial Officer; or (ii) by email to the Company at <a href="mailto:yhi-agm@yhi.com.sg">yhi-agm@yhi.com.sg</a> from the date of this Notice of AGM until 10.00 a.m. on Friday, 11 April 2025.</p> <p>Shareholders and (where applicable) duly appointed proxies and representatives will also be able to raise questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.</p>
<b>5.00 p.m. on Tuesday, 15 April 2025</b>	<p><b>Deadline for CPF and SRS investors.</b> CPF investors and SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), who wish to appoint the Chairman of the Meeting as proxy must approach their respective CPF agent banks or SRS operators or relevant intermediaries to submit their votes and/or questions relating to the resolutions tabled for approval at the AGM by 5.00 p.m. on Tuesday, 15 April 2025 (that is, at least seven (7) days before the date of the AGM).</p>
<b>10.00 a.m. on Thursday, 17 April 2025</b>	<p><b>Addressing questions.</b> The Company will endeavour to address all substantial and relevant questions, comments and/or queries received from Shareholders relating to the resolutions in the Notice of AGM prior to or at the AGM, by publishing its responses to the questions on the Company's website at the URL <a href="https://www.yhigroup.com/investor/agm2025/">https://www.yhigroup.com/investor/agm2025/</a> and SGXNET at the URL <a href="https://www.sgx.com/securities/company-announcements">https://www.sgx.com/securities/company-announcements</a> on Thursday, 17 April 2025.</p>
<b>10.00 a.m. on Tuesday, 22 April 2025</b>	<p><b>Submission of Proxy Forms.</b> Shareholders must submit the Proxy Forms (i) by post to the Company's registered office at No. 2 Pandan Road, Singapore 609254; or (ii) by email in Portable Document Format (PDF) to <a href="mailto:yhi-agm@yhi.com.sg">yhi-agm@yhi.com.sg</a> by 10.00 a.m. on Tuesday, 22 April 2025 to enable the Company's Share Registrar to verify their status as Shareholders of the Company.</p> <p>A Shareholder who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. <b>Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.</b></p> <p><b>Specific instructions as to voting must be given.</b> Where a Shareholder (whether individual or corporate) appoints proxy(ies) (including the Chairman of the Meeting), he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her/their discretion. Only Shareholders or their appointed proxy(ies) who have been successfully verified will be entitled to attend the AGM.</p> <p>Duly appointed proxy(ies), including the Chairman of the Meeting acting as proxy, need not be a Shareholder of the Company.</p>
<b>10.00 a.m. on Friday, 25 April 2025</b>	<p><b>AGM.</b> Shareholders and (where applicable) duly appointed proxies and representatives may participate at the AGM at No. 2 Pandan Road, Singapore 609254. <b>There will be no option for Shareholders to participate virtually.</b></p>
<b>By Friday, 23 May 2025</b>	<p><b>Minutes of AGM.</b> The Company will publish the minutes of AGM on the Company's website at the URL <a href="https://www.yhigroup.com/investor/">https://www.yhigroup.com/investor/</a></p>



	<a href="#">agm2025/</a> and on SGXNET at the URL <a href="https://www.sgx.com/securities/company-announcements">https://www.sgx.com/securities/company-announcements</a> within one (1) month after the AGM.
<b>5.00 p.m. on Thursday, 8 May 2025</b>	<b>Record Date.</b> The Record Date for the purpose of determining Shareholders' entitlements to the first and final one-tier tax exempt dividend of 2.30 Singapore cents per ordinary share for the financial year ended on 31 December 2024.
<b>Friday, 16 May 2025</b>	<b>Payment of dividend.</b> The date of the payment of the first and final one-tier tax exempt dividend to entitled Shareholders.