



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Y Ventures Group Ltd. (the "**Company**") will be held at 10 Anson Road, #31-06 International Plaza, Singapore 079903, on Friday, 28 April 2023 at 10.00 a.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 2022 together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To re-elect Mr Low Yik Jin as a Director of the Company retiring pursuant to Regulation 117 of the Company's Constitution. **(Resolution 2)**
[See Explanatory Note (i)]
3. To re-elect Mr Tan Jia Kien as a Director of the Company retiring pursuant to Regulation 117 of the Company's Constitution. **(Resolution 3)**
[See Explanatory Note (ii)]
4. To approve the payment of Directors' fees of S\$103,000 (FY2021: S\$99,500) for the financial year ended 31 December 2022. **(Resolution 4)**
5. To re-appoint Messrs Baker Tilly TFW LLP as the Independent Auditor of the Company and authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at the Annual General Meeting of the Company.

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** **(Resolution 6)**

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



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- (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.

[See Explanatory Note (iii)]



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8. **Authority to grant awards and to allot and issue shares under the Y Ventures Performance Share Plan (Resolution 7)**

That pursuant to Section 161 of the Companies Act, the Directors be authorised to grant awards in accordance with the provisions of the Y Ventures Performance Share Plan (“**Y Ventures PSP**”) and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the awards granted under the Y Ventures PSP, provided always that the aggregate number of Shares to be allotted and issued pursuant to the Y Ventures PSP when added to the number of Shares issued and issuable in respect of all awards granted under the Y Ventures PSP, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

[See Explanatory Note (iv)]

By Order of the Board

Wee Woon Hong
Company Secretary

Singapore,
13 April 2023

Explanatory Notes:

- (i) Mr Low Yik Jin will, upon re-election as a Director of the Company, remain as Chief Executive Officer and Executive Director of the Company. Detailed information required on Mr Low Yik Jin pursuant to Rule 720(5) of the Catalist Rules set out on pages 45 to 52 in the Company’s Annual Report 2022.
- (ii) Mr Tan Jia Kien will, upon re-election as a Director of the Company, remain as Independent Director, Chairman of Nominating Committee, and members of Audit and Remuneration Committees of the Company. Detailed information required on Mr Tan Jia Kien pursuant to Rule 720(5) of the Catalist Rules set out on pages 45 to 52 in the Company’s Annual Report 2022. He is considered independent by the Board of Directors for the purpose of Rule 704(7) of the Catalist Rules.
- (iii) The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this AGM 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, or the date on which such authority is varied or revoked by the Company at 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.
- (iv) Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors, effective 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, or such authority is varied or revoked by the Company at a general meeting, whichever is earliest, to allot and issue Shares pursuant to the awards granted under the Y Ventures PSP up to a number not exceeding, in total, 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.



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Notes:-

1. Documents and information relating to this AGM (including the Notice of AGM, Annual Report 2022 and Proxy Form) are available to Shareholders solely by electronic means via publication on the SGXNET and the Company's website (<https://yventures.com.sg>). Printed copies of Notice of AGM, Annual Report 2022 and Proxy Form will NOT be sent to shareholders of the Company ("**Shareholders**").
2. Shareholders may submit questions relating to the items on the resolutions set out in the Notice of AGM of the Company in advance:
 - (a) by email to investor@yventures.com.sg; or
 - (b) by post to the registered office of the Company at 60 Paya Lebar Road, #04-54 Paya Lebar Square, Singapore 409051.

All questions must be submitted to the Company on Friday, 21 April 2023.

Shareholders, including SRS investors, who wish to submit their questions by post or by email are required to indicate their full names (for individuals)/company names (for corporates), NRIC/passport/company registration numbers, contact numbers, shareholding types and number of shares held together with their submission of questions, to the abovementioned email address or registered office address. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), excluding SRS investors, should contact their respective relevant intermediaries to submit their questions based on the abovementioned instructions.

The Company will endeavour to address the substantial and relevant questions from Shareholders soonest possible and in any case, not later than 48 hours before the closing date and time for the lodgement of Proxy Forms. The responses to questions from Shareholders will be posted on the SGXNET and the Company's website. Any subsequent clarifications sought by the Shareholders after Friday, 21 April 2023 will be addressed at the AGM. The minutes of the AGM will be published on the SGXNET and the Company's website within 1 month after the date on which the AGM is held.

3. A Shareholder who is not a relevant intermediary is entitled to appoint not more than 2 proxies to attend and vote at the AGM. Where such Shareholder appoints 2 proxies, the proportion of his/her shareholding to be represented by each proxy shall be specified in the Proxy Form.

A Shareholder who is a relevant intermediary is entitled to appoint more than 2 proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such Shareholder appoints more than 1 proxy, the number of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

4. A proxy need not be a shareholder of the Company.
5. The Proxy Form, duly executed together with the power of attorney or other authority, if any, under which the Proxy Form is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted either:
 - (a) by email to investor@yventures.com.sg; or
 - (b) by post to the registered office of the Company at 60 Paya Lebar Road, #04-54 Paya Lebar Square, Singapore 409051,

in each case, not less than 72 hours before the time appointed for holding the AGM, i.e. by 10.00 a.m. on Tuesday, 25 April 2023.



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6. The Proxy Form must be signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
7. Persons who hold shares through relevant intermediaries (including SRS investors) and wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (which would include SRS operators) through which they hold such shares in order to submit their voting instructions at least 7 working days before the AGM (i.e. by 10.00 a.m. on Wednesday, 19 April 2023) 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 10.00 a.m. on Tuesday, 25 April 2023.
8. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote 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 of the Company and/or any adjournment thereof, a shareholder 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 of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the AGM of the Company (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 shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a shareholder of the Company (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/ she proposes/seconds) may be recorded by the Company for such purpose.