



Y-VENTURES
FIND YOUR EDGE

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 at 11 Eunost Road 8, Lifelong Learning Institute (Level 1, Training Room 1-2), Singapore 408601 on Monday, 22 April 2024 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 2023 together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To re-elect Mr Edward Tiong Yung Suh as a Director of the Company retiring pursuant to Regulation 117 of the Company's Constitution. **(Resolution 2)**
[See Explanatory Note (i)]
3. To approve the payment of Directors' fees of S\$103,000 (FY2022: S\$103,000) for the financial year ended 31 December 2023. **(Resolution 3)**
4. 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 4)**
5. 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:

6. **Authority to allot and issue shares** **(Resolution 5)**

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.

[See Explanatory Note (ii)]

7. **Authority to grant awards and to allot and issue shares under the Y Ventures Performance Share Plan (Resolution 6)**

That pursuant to Section 161 of the Companies Act 1967 of Singapore, 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 (iii)]

By Order of the Board
Wee Woon Hong
Company Secretary

5 April 2024

Explanatory Notes:

- (i) **Ordinary Resolution 2:** Mr Edward Tiong Yung Suh will, upon re-election as a Director of the Company, remain as Lead Independent Director, Chairman of Remuneration Committee, and Member of Audit Committee and Nominating Committee of the Company. He is considered independent by the Board of Directors of the Company for the purpose of Rule 704(7) of the Catalist Rules. Please refer to the "Disclosure of Information on Director Seeking Re-election" section of the Company's Annual Report 2023, for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (ii) **Ordinary Resolution 5** proposed in item 6 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% of the total number of issued ordinary shares, (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a *pro rata* basis to shareholders of the Company.
- (iii) **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 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.

IMPORTANT INFORMATION:

1. All Shareholders of the Company are invited to attend the AGM physically. There will be no option for Shareholders to participate virtually. Printed copies of the Notice of AGM and Proxy Form will be despatched to Shareholders. These documents together with the Company's Annual Report 2023 are available on the Company's website at the URL: <https://yventures.com.sg>, and the SGXNET at the URL: <https://www.sgx.com/securities/company-announcements>.
2. Shareholders may request a printed copy of the Company's Annual Report by completing and returning the Request Form which is despatched to them:-
 - (a) by post to the registered office of the Company at 60 Paya Lebar Road, #04-54 Paya Lebar Square, Singapore 409051; or
 - (b) by email to the Company at investor@yventures.com.sg,in either case, the Request Form must be submitted to the Company by Friday, 19 April 2024.

Submission of written questions in advance of the AGM

1. Shareholders may submit written questions relating to the resolutions set out in this notice in advance of the AGM:-
 - (a) by post to the registered office of the Company at 60 Paya Lebar Road, #04-54 Paya Lebar Square, Singapore 409051; or
 - (b) by email to the Company at investor@yventures.com.sg,in either case, the written questions must be submitted to the Company by 10.00 a.m. on Friday, 12 April 2024.

When sending in questions to the Company, either by post or email, please also provide the following details: (a) full name; (b) correspondence address; and (c) the manner in which the Shares are held (e.g. via CDP, CPFIS, SRS and/or scrip).

CPFIS Investors and SRS Investors should approach their CPF Agent Banks/SRS Operators to submit their questions based on the abovementioned instructions.

2. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the AGM by publishing the responses to such questions on the Company's website and the SGXNET before 10.00 a.m. on Wednesday, 17 April 2024. If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Submission of Proxy Form

1. A Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint not more than 2 proxies, to attend and vote on his or her behalf, save that no such limit shall be imposed on the number of proxies appointed by Shareholders which are nominee companies. A proxy need not be a member of the Company.
2. Where a Shareholder appoints 2 proxies, he or she shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
3. A Shareholder (who is a Relevant Intermediary) is entitled to appoint more than 2 proxies to attend and vote at the AGM. He or she shall specify in the proxy form the proportion of his or her shares (expressed as a percentage of the whole) to be represented by each proxy.

"Relevant intermediary" shall have the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

4. A proxy need not be a Shareholder of the Company. A Shareholder can appoint the Chairman of the AGM as his or her proxy, but this is not mandatory.
5. The instrument appointing a proxy(ies) ("**Proxy Form**"), duly executed, must be submitted to the Company in the following manner:
 - (a) by post to the registered office of the Company at 60 Paya Lebar Road, #04-54 Paya Lebar Square, Singapore 409051; or
 - (b) by email to the Company at investor@yventures.com.sg,in either case, by 10.00 a.m. on Friday, 19 April 2024 (being not less than 72 hours before the time appointed for holding the AGM).
6. A Shareholder who wishes to submit a Proxy Form can use the printed copy of the Proxy Form which is despatched to him/her/it/by post. Alternatively, he/she/it may download a copy of the Proxy Form from the Company's website at the URL: <https://yventures.com.sg>, and the SGXNET at the URL: <https://www.sgx.com/securities/company-announcements>.

After completing and signing the Proxy Form, he/she/it should submit it to the Company, either (i) by post, or (ii) scan and send it electronically via email, to the addresses provided above.
7. CPFIS Investors and SRS Investors who hold the Company's shares through CPF Agent Banks and/or SRS Operators:
 - (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM,in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least 7 business days before the AGM (i.e. by 10.00 a.m. on Thursday, 11 April 2024), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by 10.00 a.m. on Friday, 19 April 2024 (being not less than 72 hours before the time appointed for holding the AGM).
8. The Proxy Form must be signed by the appointor or his 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.
9. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (such as in the case where the appointor submits more than 1 Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

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 Shareholder'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.

*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**").*

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 Mr Leong Weng Tuck - Registered Professional, 36 Robinson Road, #10-06 City House, Singapore 068877, sponsor@rhtgoc.com.