# APPENDIX A – THE PROPOSED CHANGE OF AUDITORS FROM FOO KON TAN LLP TO PKF-CAP LLP

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY. IF YOU ARE IN DOUBT ABOUT THE CONTENTS OF THIS APPENDIX OR THE ACTION THAT YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY.

This Appendix is circulated to the shareholders of Yongmao Holdings Limited (the "Company", and together with its subsidiaries, the "Group") together with the Company's annual report for the financial year ended 31 March 2024 (the "Annual Report"). Its purpose is to provide shareholders of the Company with information relating to the Proposed Change of Auditors (as defined herein) to be tabled at the 2024 AGM (as defined herein) to be held on 29 July 2024 at 11.00 a.m. at 81 Ubi Avenue 4, #09-01 UB. One Singapore 408830.

The ordinary resolution proposed to be passed in respect of the Proposed Change of Auditors is set out as Ordinary Resolution 6 in the Notice of AGM (as defined herein) enclosed in the Annual Report.

If you have sold or transferred all your Shares in the capital of the Company held through The Central Depository (Pte) Limited ("CDP"), you need not forward this Appendix, the Notice of AGM and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Appendix, Notice of AGM and the attached Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your Shares represented by physical share certificate(s), you should immediately forward this Appendix, Notice of AGM and the attached Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

This Appendix has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any statements or opinions made, or reports contained in this Appendix.



## YONGMAO HOLDINGS LIMITED

(Company Registration No. 200510649K) (Incorporated in the Republic of Singapore on 3 August 2005)

#### APPENDIX A TO THE NOTICE OF AGM

IN RELATION TO

THE PROPOSED CHANGE OF AUDITORS FROM FOO KON TAN LLP TO PKF-CAP LLP

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#### **DEFINITIONS**

In this Appendix, except where the context otherwise requires, the following definitions shall apply throughout:

"2024 AGM" : the annual general meeting of the Company to be held at 81 Ubi

Avenue 4, #09-01 UB. One Singapore 408830 on 29 July 2024 at

11.00 a.m.

"ACRA" : the Accounting and Corporate Regulatory Authority of Singapore

"AGM" : the annual general meeting of the Company

"Annual Report" : The annual report of the Company for FY2024

"Appendix" : this Appendix A to the Notice of AGM dated 12 July 2024

"Associate" : (a) in relation to any individual, including a Director, CEO,

Substantial Shareholder or Controlling Shareholder (being an

individual) means:

(i) his immediate family;

(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary

trust, is a discretionary object; and

(iii) any company in which he and his immediate family

together (directly or indirectly) have an interest of 30% or

more;

(b) in relation to a Substantial Shareholder or Controlling

Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/ or such other company or companies taken together (directly or

indirectly) have an interest of 30% or more

"Board" : the board of Directors of the Company as at the date of this Appendix

or from time to time, as the case may be

"Business Day" : a day other than a Saturday, a Sunday, or a gazetted public holiday in

Singapore

"CDP" : the Central Depository (Pte) Limited

"Company" : Yongmao Holdings Limited

"Companies Act" : the Companies Act 1967 of Singapore, as may be amended, modified

or supplemented from time to time

"Constitution" : the Constitution of the Company, as may be amended, modified or

supplemented from time to time

"control" : the capacity to dominate decision-making, directly or indirectly, in

relation to the financial and operating policies of a company

#### **DEFINITIONS**

"Controlling Shareholder" : a person who:

(a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in a company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or

(b) in fact exercises control over a company

"Director" : a director of the Company as at the date of this Appendix or from time

to time, as the case may be

"Financial Year" : each period of 12 months or more or less than 12 months, at the end

of which the balance of accounts of the relevant company are prepared and audited, for the purpose of laying the same before an annual

general meeting of the relevant company

"Foo Kon Tan" Foo Kon Tan LLP

"FY2024" : the financial year ended 31 March 2024

"Group" : the Company and its subsidiaries

"Latest Practicable Date" : 12 July 2024, being the latest practicable date prior to the issue of this

**Appendix** 

"Listing Manual" : The SGX-ST Listing Manual, as amended, modified or supplemented

from time to time

"Notice of AGM" : the notice of the 2024 AGM

"PKF" : PKF-CAP LLP

"Proposed Change of

Auditors"

the proposed appointment of PKF as auditors to the Company in place

of the outgoing auditors, Foo Kon Tan

"Securities Accounts" : the securities accounts maintained by Depositors with CDP, but not

including the securities accounts maintained with a Depository Agent

"SFA" or "Securities and

**Futures Act**"

the Securities and Futures Act 2001 of Singapore, as may be

amended, modified or supplemented from time to time

"SGXNet" : Singapore Exchange Network, a system network used by listed

companies in sending information and announcements to the SGX-ST

or any other system networks prescribed by the SGX-ST

"SGX-ST" : Singapore Exchange Securities Trading Limited

"Shares" : ordinary shares in the capital of the Company and "Share" shall be

construed accordingly

#### **DEFINITIONS**

"Shareholders": registered holder(s) of Shares in the register of members of the

Company, except where the registered holder is CDP, in which case the term "Shareholders" shall, in relation to such Shares, mean the Depositors who have Shares entered against their name in the Depository Register of CDP. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the

credit of their respective Securities Accounts

"Subsidiary Holdings" : Shares held by a subsidiary in accordance with the Companies Act

"Substantial Shareholder" : a person who has an interest or interests in voting Shares (excluding

Treasury Shares and Subsidiary Holdings), representing not less than

5% of all the voting Shares

"Treasury Shares" : the Shares held in treasury by the Company

"%" : per centum or percentage

Unless the context otherwise requires:

(a) the terms "Depositor", "Depository Agent" and "Depository Register" shall have the same meanings ascribed to them respectively in Section 81SF of the SFA;

- (b) the terms "**subsidiary**" and "**related corporations**" shall have the meanings ascribed to them respectively in Section 5 of the Companies Act;
- (c) words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. Unless the context otherwise requires, any references to persons shall include individuals, corporate bodies (wherever incorporated), unincorporated associations and partnerships;
- (d) any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Listing Manual or any statutory or regulatory modification thereof and not otherwise defined in this Appendix shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Listing Manual or such modification thereof, as the case may be, unless the context otherwise requires;
- (e) any reference to a time of a day in this Appendix shall be a reference to Singapore time unless otherwise stated;
- (f) any discrepancies between the figures listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Appendix may not be an arithmetic aggregation of the figures that precede them; and
- (g) the headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

## YONGMAO HOLDINGS LIMITED

(Company Registration No.: 200510649K) (Incorporated in the Republic of Singapore)

#### Directors: **Registered Office:**

81 Ubi Avenue 4

#09-01 UB. One

Singapore 408830

Mr. Sun Zhao Lin (Executive Director and Chairman) Ms. Tian Ruo Nan (Executive Director and Chief Executive Officer) Mr. Ng San Tiong (Non-Executive Director and Deputy Chairman) Mr. Sun Tian (Executive Director and Group General Manager) Mr. Hoon Chee Wai (Non-Executive and Lead Independent Director) Dr. Steve Lai Mun Fook

(Non-Executive and Independent Director) (Non-Executive and Independent Director)

12 July 2024

Mr. Soh Chun Bin

To: The Shareholders of the Company

Dear Sir/Madam,

#### THE PROPOSED CHANGE OF AUDITORS FROM FOO KON TAN LLP TO PKF-CAP LLP

#### 1. INTRODUCTION

- The Directors refer to the Notice of AGM dated 12 July 2024 accompanying the Annual Report of the Company for FY2024, and Ordinary Resolution 6 set out in the Notice of AGM in relation to the Proposed Change of Auditors.
- 1.2. The purpose of this Appendix is to provide Shareholders with information relating to the Proposed Change of Auditors to be tabled at the 2024 AGM and to seek Shareholders' approval for the Ordinary Resolution 6 relating to the same as set out in the Notice of AGM.
- 1.3. This Appendix has been prepared solely for the purpose set out herein and may not be relied on by any persons (other than the Shareholders) nor for any other purpose.
- 1.4. The Company has appointed Icon Law LLC (the Singapore member of the ZICO Law Network), as the legal adviser to the Company for the Proposed Change of Auditors.

#### THE PROPOSED CHANGE OF AUDITORS 2.

#### 2.1. **Background and Rationale**

Foo Kon Tan has served as auditors of the Company since the listing of the Company in 2008 and was re-appointed as the Company's auditors at the last AGM of the Company held on 28 July 2023, to hold office until the conclusion of the next AGM.

Following changes to the composition of the Board, re-constituted board committees, the Board is of the view that as part of ongoing good corporate governance initiatives and the Group's continual efforts to manage its overall business costs and expenses amidst the challenging business climate, given the Group's current level of activities and business, it would be an opportune time to review the change of auditors and benchmark its audit fees and realise cost efficiencies. A change of auditors would also enable the Company to benefit from fresh perspectives and views of another professional audit firm, thus enhancing the value of the audit of the Group.

Following a review and evaluation of several reputable audit firms in Singapore, the Audit Committee, having considered, amongst others, the Audit Quality Indicators Disclosure Framework issued by ACRA, the adequacy of the resources and experience of PKF and the audit engagement partner assigned to the audit, other audit engagements of PKF, the Group's audit requirements, the size and complexity of the Group and the number and experience of supervisory and professional staff of PKF to be assigned to the audit, the fee structure and audit arrangements proposed by PKF, is of the opinion that PKF will be able to meet the audit requirements of the Group.

The Proposed Change of Auditors will allow the Group to save approximately 18% in audit fees in comparison to the audit fees incurred by the Group for FY2024. There will be no change in the scope of audit services, and the Company does not expect the reduction in cost to affect the standards and effectiveness of the audit to be undertaken.

After evaluation, the Audit Committee recommended the appointment of PKF as Auditors of the Company in place of Foo Kon Tan to the Board. The Board, in consultation with the Audit Committee and taking into consideration the requirements of Rule 712 and Rule 715 of the Listing Manual, has determined that PKF is best suited to meet the existing needs and audit requirements of the Group. The Board is of the opinion that the Proposed Change of Auditors is in the best interests of the Company and the Shareholders and recommends that PKF be appointed as the new Auditors subject to shareholders' approval at the 2024 AGM.

In connection with the above, PKF has given its consent to act as Auditors of the Company by way of a letter dated 28 June 2024, subject to the approval of Shareholders being obtained at the 2024 AGM. Pursuant to Rule 712(3) of the Listing Manual and Section 205AF of the Companies Act, the appointment of PKF as Auditor in place of Foo Kon Tan must be specifically approved by Shareholders at a general meeting. The appointment of PKF would therefore take effect upon the date of approval of the Proposed Change of Auditors by Shareholders at the 2024 AGM, and if so appointed, PKF will hold office until the conclusion of the next AGM of the Company.

The Board wishes to express their appreciation for the services rendered by Foo Kon Tan in the past.

#### 2.2. Information on PKF and the Audit Engagement Partner

The information on PKF and the audit engagement partner below was provided to the Company by PKF. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below. The Directors, however, have exercised due care and made reasonable enquiries as they deem necessary in reviewing the information.

#### 2.2.1. Information on PKF

PKF is a firm of Chartered Accountants in Singapore and is registered with ACRA. PKF is considered a mid-tier accounting firm in Singapore and, together with its affiliated firms, services a wide array of auditing, accounting, taxation, corporate secretarial and advisory clients in diversified industries such as trading and manufacturing, shipping, fund and asset management, property management, professional services, fintech, medtech, mining and construction. Its partners, managers and directors have significant experience acting as auditors for several companies listed on the SGX-ST.

PKF is part of a global network of accountancy firms which comprises member firms with over 500 offices in 150 countries and is bound together by a shared commitment to quality, integrity and the creation of clarity in a complex regulatory environment.

For more information about PKF, please visit its website at <a href="https://www.pkfsingapore.com/">https://www.pkfsingapore.com/</a>.

For the audit of the Group, the audit engagement team will comprise at least the following professionals: one (1) engagement partner, one (1) engagement quality control review partner, one (1) engagement manager/director, one (1) audit senior and three (3) audit associates.

#### 2.2.2. About the Audit Engagement Partner

The audit engagement partner is Ang Kok Keong. Kok Keong has more than 15 years of experience in the audit and assurance, with experience spanning across various industries such as healthcare, manufacturing, timeshare, trading, retail, construction and hospitality. He has been involved in publicly listed companies and multinational corporations requiring reporting in US GAAP and IFRS. He also has significant experience in managing Singapore and Hong Kong Initial Public Offerings (IPOs).

He is a Practising Member of the Institute of the Singapore Chartered Accountants (ISCA) and his qualifications include a Bachelor of Accountancy (Honours) from Nanyang Technological University.

### 2.3. Compliance with Rule 712 of the Listing Manual

PKF is an audit firm registered with ACRA and approved under the Accountants Act 2004 of Singapore. The Board, having taken into account various factors, including the following:

- (a) the adequacy of the resources and experience of PKF and the audit partner-in-charge;
- (b) PKF's other audit engagements;
- (c) the size and complexity of the Group; and
- (d) the number and experience of supervisory and professional staff assigned to the Group's audit.

is of the opinion that PKF will be able to meet the audit requirements of the Group and Rule 712 of the Listing Manual has been complied with.

Pursuant to Rule 712(3) of the Listing Manual and Section 205AF of the Companies Act, the appointment of PKF as the Company's new auditors must be specifically approved by Shareholders at a general meeting. The appointment of PKF would therefore take effect upon the approval of the Shareholders at the 2024 AGM and, if appointed, PKF will hold office until the conclusion of the next AGM.

#### 2.4. Compliance with Rule 715 of the Listing Manual

The Board confirms that upon the Shareholders' approval of the Proposed Change of Auditors, PKF shall be appointed to audit the accounts of the Company and its Singapore-incorporated subsidiaries. The Company does not have any Singapore-incorporated associated companies. On this basis, the requirements under Rule 715(1) of the Listing Manual have been complied with.

The Board also confirms that Rule 715(2) of the Listing Manual requiring the Company to engage a suitable auditing firm for its significant foreign-incorporated subsidiaries and associated companies will be complied with.

## 2.5. Compliance with Rule 1203(5) of the Listing Manual

In accordance with the requirements under Rule 1203(5) of the Listing Manual:

- (a) the outgoing auditors, Foo Kon Tan, has confirmed via its professional clearance letter dated 27 June 2024 that they are not aware of any professional reasons why PKF should not accept the appointment as auditors of the Company;
- (b) the Company confirms that there were no disagreements with the outgoing auditors, Foo Kon Tan, on accounting treatments within the last 12 months;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in this Appendix;

- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors is as disclosed in this Appendix; and
- (e) as mentioned in Sections 2.3 and 2.4 above, the Company confirms that Rules 712 and 715 of the Listing Manual in relation to the appointment of PKF as the new auditors of the Company are complied with.

#### 2.6. Recommendation of the Audit Committee

The Audit Committee, after having reviewed and deliberated, and after taking into consideration the suitability and independence of PKF in meeting the audit requirements of the Group, including the various factors as set out in Sections 2.1 and 2.2 of this Appendix, has recommended the Proposed Change of Auditors for approval by the Board.

#### 3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Based on the Register of Directors and Register of Substantial Shareholders, as at the Latest Practicable Date, the shareholdings of the Directors, and Substantial Shareholders in the Shares are as follows:

	Direct Interest No. of		Indirect Interest No. of	
	Shares	% <sup>(1)</sup>	Shares	% <sup>(1)</sup>
<u>Directors</u>				
Sun Zhao Lin (2)	_	_	50,942,870	57.40
Tian Ruo Nan (2)	66,600	0.08	50,942,870	57.40
Ng San Tiong (3)	_	_	21,253,153	23.95
Sun Tian (4)	841,900	0.95	_	_
Hoon Chee Wai	_	-	_	_
Steve Lai Mun Fook	_	_	_	_
Soh Chun Bin	_	_	_	-
Substantial Shareholders (other than Directors)				
Sun & Tian Investment Pte. Ltd.	50,942,870	57.40	_	_
Tat Hong Holdings Ltd	21,253,153	23.95	_	_
THSC Investments Pte. Ltd. (5)	_	_	21,253,153	23.95
TH60 Investments Pte. Ltd. (6)	_	_	21,253,153	23.95
Chwee Cheng & Sons Pte Ltd (6)	_	-	21,253,153	23.95
Ng Sun Ho Tony (3)	_	-	21,253,153	23.95
Ng San Wee David (3)	_	-	21,253,153	23.95
Ng Sun Giam Roger (3)	_	-	21,253,153	23.95
Augusta Investments Zero Pte. Ltd. (7)	_	-	21,253,153	23.95
Augusta AB Holdco Pte. Ltd. (7)	_	_	21,253,153	23.95
Augusta Fundco Pte. Ltd. (7)	_	_	21,253,153	23.95
Augusta Fund 1, LP (8)	_	_	21,253,153	23.95
Augusta GP Pte. Ltd. (8)	_	_	21,253,153	23.95
Affirma Capital Managers (Singapore) Pte. Ltd. (8)	_	_	21,253,153	23.95
Affirma Capital (Singapore) Pte. Ltd. (9)	_	_	21,253,153	23.95
Affirma Capital Limited (9)	_	_	21,253,153	23.95

#### Notes:

- (1) Based on the total issued and paid-up share capital of the Company of 88,749,997 Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.
- (2) Mr Sun Zhao Lin and Ms Tian Ruo Nan are deemed to be interested in the shares of the Company by virtue of the shares held by Sun & Tian Investment Pte. Ltd.. Mr Sun Zhao Lin and Ms Tian Ruo Nan are directors and substantial shareholders of Sun & Tian Investment Pte. Ltd..
- (3) Pursuant to the terms of a trust deed dated 29 July 1997 (as amended) (the "Trust Deed"), Mr Ng San Tiong Roland and his brothers, Messrs Ng Sun Ho Tony, Ng San Wee David and Ng Sun Giam Roger, are joint trustees of the Chwee Cheng Trust (collectively, the "Trustees") constituted under the Trust Deed and which owns approximately 38.33% of Chwee Cheng & Sons Pte Ltd ("CCSPL"). As Trustees, each Trustee has a deemed interest in the shares of CCSPL held by Chwee Cheng Trust and accordingly, is deemed to be interested in the shares of the Company held by Tat Hong Holdings Ltd ("THH").
- (4) Mr Sun Tian is the son of Mr Sun Zhao Lin and Ms Tian Ruo Nan.
- (5) THSC Investments Pte. Ltd. ("THSC") owns 100% interest in THH. Accordingly, THSC is deemed to be interested in the shares of the Company held by THH.
- (6) TH60 Investments Pte. Ltd. ("TH60") owns approximately 70.8% interest in THSC, which in turn is wholly owned by CCSPL. Accordingly, each of TH60 and CCSPL is deemed to be interested in the shares of the Company held by THH.
- (7) Augusta Investments Zero Pte. Ltd. ("Augusta Investments Zero"), which owns approximately 29.2% interest in THSC, is wholly owned by Augusta AB Holdco Pte. Ltd. ("Augusta AB"), which in turn is wholly owned by Augusta Fundco Pte. Ltd. ("Augusta Fundco"). Accordingly, each of Augusta Investments Zero, Augusta AB and Augusta Fundco is deemed interested in the shares of the Company held by THH.
- (8) Augusta Fund 1, LP owns 100% interest in Augusta Fundco. Augusta GP Pte. Ltd. ("Augusta GP") is the general partner of Augusta Fund 1, LP. and Affirma Capital Managers (Singapore) Pte. Ltd. ("Affirma Capital Managers") is the fund manager of Augusta Fund 1, LP. Accordingly, Augusta Fund 1, LP acts on the directions of Augusta GP and Affirma Capital Managers. As a result, each of Augusta Fund 1, LP, Augusta GP and Augusta Capital Managers is deemed interested in the shares of the Company held by THH.
- (9) Affirma Capital (Singapore) Pte. Ltd. ("Affirma Singapore") owns 100% interest in each of Affirma Capital Managers and Augusta GP and in turn, Affirma Capital Limited ("Affirma Capital") owns 100% interest in Affirma Singapore. Accordingly, each of Affirma Singapore and Affirma Capital is deemed interested in the shares of the Company held by THH.

Mr. Soh Chun Bin, Independent Director of the Company, is the Founder and Managing Director of Icon Law LLC (member of the ZICO Law Network), the legal advisers to the Company in connection with the Proposed Change of Auditors.

Save as disclosed, none of the Directors or their Associates or, as far as the Company is aware, Substantial Shareholders or their Associates, has any interest, direct or indirect, in the proposed resolution set out in the Notice of AGM, other than through their respective shareholding interest (if any) in the Company.

#### 4. DIRECTORS' RECOMMENDATIONS

Having considered the rationale and benefits of the Proposed Change of Auditors and the Audit Committee's recommendations, the Directors are of the opinion that the Proposed Change of Auditors is in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that Shareholders vote in respect of Ordinary Resolution 6 as set out in the Notice of AGM for the Proposed Change of Auditors to be proposed at the 2024 AGM.

## 5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Change of Auditors to be tabled at the 2024 AGM, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.

Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

#### 6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 81 Ubi Avenue 4, #09-01 UB. One Singapore 408830 during normal office hours from the date of this Appendix up to the date of the 2024 AGM:

- (a) the professional clearance letter issued by Foo Kon Tan to PKF dated 27 June 2024;
- (b) the letter of consent to act as auditors of the Company from PKF dated 28 June 2024;
- (c) the Constitution; and
- (d) the annual report of the Company for FY2024.

Yours faithfully

For and on behalf of the Board of Directors of YONGMAO HOLDINGS LIMITED

Tian Ruo Nan Chief Executive Officer