



YONGMAO HOLDINGS LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of Yongmao Holdings Limited will be held at 81 Ubi Avenue 4, #09-01 UB. One, Singapore 408830 on Monday, 28 July 2025 at 11.00 a.m. (Singapore time) to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2025 together with the Auditor’s Report thereon. **(Resolution 1)**
2. To declare a final tax exempt (one-tier) dividend of 1.0 Singapore cent per ordinary share for the financial year ended 31 March 2025. **(Resolution 2)**
3. To re-elect Ms Tian Ruo Nan, a Director who is retiring pursuant to Regulation 117 of the Company’s Constitution, and being eligible, offers herself for re-election. **(Resolution 3)**

[See Explanatory Note (i)]
4. To re-elect Mr Ng San Tiong, a Director who is retiring pursuant to Regulation 117 of the Company’s Constitution, and being eligible, offers himself for re-election. **(Resolution 4)**

[See Explanatory Note (ii)]
5. To re-elect Mr Tan Eng Ann, a Director who is retiring pursuant to Regulation 121 of the Company’s Constitution, and being eligible, offers himself for re-election. **(Resolution 5)**

[See Explanatory Note (iii)]
6. To note the retirement of Mr Hoon Chee Wai, a Director who is retiring pursuant to Regulation 117 of the Company’s Constitution, and will not be seeking for re-election. **(Resolution 6)**

[See Explanatory Note (iv)]
7. To approve the payment of Directors’ fees of S\$208,050 for the financial year ended 31 March 2025 (2024: S\$188,550). **(Resolution 7)**
8. To approve the payment of Directors’ fees of S\$202,050 for the financial year ending 31 March 2026, payable quarterly in arrears. (2025: S\$208,050). **(Resolution 8)**
9. To re-appoint Messrs PKF-CAP LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 9)**
10. To transact any other ordinary business which may properly be transacted at an AGM.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

11. Authority to allot and issue shares

That, pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 806(2) of 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) 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 of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,

(the “**Share Issue Mandate**”)

provided that:

- (1) the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (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 Instruments to be issued other than on a *pro-rata* basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per centum (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 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 percentage of issued shares 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 the Instruments or any 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;

Adjustments in accordance with sub-paragraphs (2)(a) or (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 passing of the Share Issue Mandate.

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable requirements under the Act and the Constitution for the time being; and

- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate conferred by this Resolution shall continue in force (i) 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 (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments, whichever is earlier.

(Resolution 9)

[See Explanatory Note (v)]

12. **Renewal of Shareholders' Mandate for Interested Person Transactions**

That for the purposes of Chapter 9 of the Listing Manual of the SGX-ST:

- (a) approval be and is given for the renewal of the mandate for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out in the Appendix to the Notice of AGM dated 11 July 2025 (the **"Appendix"**) with any party who is of the class of interested persons described in the Appendix, provided that such transactions are made on the normal course of business, at arm's length and on commercial terms and in accordance with the guidelines of the Company for Interested Person Transactions as set out in the Appendix (the **"Shareholders' Mandate"**);
- (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in a general meeting, 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 of the Company is required by law to be held, whichever is earlier; and
- (c) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the Shareholders' Mandate and/or this Resolution.

(Resolution 10)

[See Explanatory Note (vi)]

By Order of the Board

Cheok Hui Yee / Yap Soon Yong
Company Secretaries

11 July 2025
Singapore

Explanatory Notes:

- (i) Ms Tian Ruo Nan will, upon her re-election as a Director of the Company, remain as Chief Executive Officer and Executive Director of the Company. Pursuant to Rule 720(6) of the Listing Manual, further information on Ms Tian is set out on Pages 47 to 50 of the Company's Annual Report.
- (ii) Mr Ng San Tiong will, upon his re-election as a Director of the Company, remain as Deputy Chairman and Non-Executive and Non-Independent Director of the Company. Pursuant to Rule 720(6) of the Listing Manual, further information on Mr. Ng is set out on Pages 47 to 50 of the Company's Annual Report.
- (iii) Mr Tan Eng Ann will, upon his re-election as a Director of the Company, remain as Non-Executive and Independent Director of the Company. Mr Tan is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Pursuant to Rule 720(6) of the Listing Manual, further information on Mr. Tan is set out on Pages 47 to 50 of the Company's Annual Report.
- (iv) Mr Hoon Chee Wai will, upon his retirement as a Director of the Company, relinquish his position as Non-Executive and Lead Independent Director, Chairman of Audit Committee, and a member of Nominating Committee and Remuneration Committee of the Company.

- (v) Ordinary Resolution 9 proposed in item 11 above, if passed, will authorise and empower the Directors of the Company from the date of this AGM until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, 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, 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 to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company 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 Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which were issued and outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- (vi) Ordinary Resolution 10 proposed in item 12 above, if passed, will authorise the Interested Person Transactions as described in the Appendix to the Notice of AGM dated 11 July 2025 and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 20 August 2025 for the purpose of determining the entitlements of a final tax exempt (one-tier) dividend of 1.0 Singapore cent per ordinary share to be proposed at the AGM of the Company to be held on 28 July 2025.

Duly completed registrable transfers received by the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. of 36 Robinson Road, #20-01 City House, Singapore 068877, up to 5.00 p.m. on 19 August 2025 will be registered to determine members' entitlements to the said dividend.

Members whose Securities Account with The Central Depository (Pte) Limited are credited with shares up to 5.00 p.m. on 19 August 2025 will be entitled to the proposed dividend.

The proposed payment of the dividend, if approved by the members at the AGM to be held on 28 July 2025, will be made on 5 September 2025.

Notes:

Format of Meeting

1. The AGM is being convened, and will be held, in a wholly physical format, at 81 Ubi Avenue 4, #09-01 UB. One, Singapore 408830 on Monday, 28 July 2025 at 11.00 a.m. (Singapore time). **There will be no option for shareholders to participate in the AGM proceedings virtually.**

Appointment of Proxy(ies)

2. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member's instrument appointing proxy(ies) ("**proxy form**") appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
3. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak 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 more than two (2) proxies are appointed, the number and class 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 Act.

4. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory.
5. Investors holding shares through The Central Provident Fund Investment Scheme ("**CPF**") ("**CPF investors**") and Supplementary Retirement Scheme ("**SRS**") ("**SRS investors**"):
 - (a) may attend, speak and vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators 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, and should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m., on 16 July 2025 (being seven (7) working days prior to the date of the AGM), in which case, the CPF and SRS Investors shall be precluded from attending the AGM.

6. The proxy form must be submitted to the Company in the following manner:
- (a) if submitted personally or by post, be lodged with the registered office of the Company at 81 Ubi Avenue 4, #09-01 UB. One, Singapore 408830; or
 - (b) if submitted electronically, be submitted via email to investor@yongmaoholdings.com.
- in either case, no later than 11.00 a.m. on 26 July 2025, being not less than forty-eight (48) hours before the time appointed for holding the AGM, and failing which, the proxy form will not be treated as valid.
7. The proxy form must be signed by the appointor or his/her attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the proxy form.
8. Completion and submission of the proxy form by a member shall not preclude him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of a proxy or proxies for the AGM shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person(s) appointed under the relevant proxy form to the AGM.
9. The Company shall be entitled to reject a proxy form which is invalid, 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.
10. A depositor's name must appear in the depository register maintained by The Central Depository (Pte) Limited ("**Depository Register**") as at seventy-two (72) hours before the time appointed for holding the AGM in order for the depositor to be entitled to attend, speak and vote at the AGM.

Submission of Questions prior to the AGM

11. All members, including CPF/SRS investors may submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations in advance of the AGM. To do so, all questions must be submitted no later than **5.00 p.m. on 18 July 2025** through any one of the following means:
- (a) by depositing the physical copy at the registered office of the Company at **81 Ubi Avenue 4, #09-01 UB. One, Singapore 408830**; or
 - (b) by email to the Company at investor@yongmaoholdings.com.
- The Company will endeavour to address substantial and relevant questions and will upload the Company's responses to the queries from shareholders on the SGXNet and Company's website by 24 July 2025.
12. If the questions are deposited in physical copy at the Company's registered office or sent via email, and in either case not accompanied by the completed and executed proxy form, the following details must be included with the submitted questions: (i) the member's full name; and (ii) the member's address; and (iii) the manner in which the member holds shares in the Company (e.g. via CDP, CPF, or SRS) for verification purposes, failing which the submission will be treated as invalid.
13. The Company will, within one (1) month after the date of the AGM, publish the minutes of the AGM on the Company's website at <https://yongmao.listedcompany.com/> and on the SGXNET website at <https://www.sgx.com/securities/company-announcements>, and the minutes will include the responses to substantial and relevant questions which are addressed during the AGM, if any.

Access to Documents

14. Printed copies of this Notice of AGM, the accompanying proxy form and the request form for a printed copy of the Annual Report 2025 (the "**Request Form**") will be despatched to shareholders at his/her registered address appearing in the Register of Members or (as the case may be) the Depositor Register. A printed copy of the Annual Report 2025 will only be despatch to the shareholders upon submission of the Request Form by the shareholders. The Annual Report 2025 (together with the Notice of AGM, the accompanying proxy form, the Appendix to the Notice of AGM dated 11 July 2025, the Request Form) have also been made available on the Company's corporate website at <https://yongmao.listedcompany.com/> and the SGXNET website at <https://www.sgx.com/securities/company-announcements>.

Personal data privacy:

By (a) attending the AGM; (b) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof; or (c) submitting any questions prior to, or at, the AGM, 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 proxy(ies) and/or representative(s) appointed for the AGM (including any adjournment thereof), addressing substantial and relevant questions from members received prior to, or at, the AGM, 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.