YONGMAO HOLDINGS LIMITED
(Company Registration No.: 200510649K)
(Incorporated in the Republic of Singapore)
(the "**Company**")

MINUTES OF ANNUAL GENERAL MEETING ("AGM" or the "Meeting")

PLACE	:	81 Ubi Avenue 4, #09-01 UB. One, Singapore 408830
DATE	:	Monday, 28 July 2025
TIME	:	11.00 a.m.
CHAIRMAN	:	Mr Sun Tian

QUORUM

There being a quorum present, Mr Sun Tian, the Chairman of the AGM (the "**Chairman**"), declared the AGM to order at 11.00 a.m.

INTRODUCTION

The Chairman proceeded to introduce the members of the Board, the Company Secretary, External Auditors, Share Registrar, Polling Agent and Scrutineer of the Company to the shareholders present at the AGM. The Chairman informed that Mr Sun Zhao Lin, the Executive Chairman and Executive Director and Ms Tian Ruo Nan, the Chief Executive Officer and Executive Director sent their apologies for not being able to attend the AGM.

NOTICE

All pertinent information relating to the proposed resolutions are set out in the Notice of the AGM dated 11 July 2025 together with the Annual Report for the financial year ended 31 March 2025 which has been circulated and published within the statutory period to the shareholders. The Notice of the AGM was taken as read.

All the proxy forms submitted at least 48 hours before the AGM have been checked, counted and verified by the Share Registrar and Scrutineer and found to be in order.

The Chairman informed the shareholders that In.Corp Corporate Services Pte. Ltd. had been appointed as Polling Agent and Aspertise Corporate Consultancy Pte. Ltd. had been appointed as Scrutineer for the AGM.

QUESTIONS FROM SHAREHOLDERS

The Chairman informed the shareholders that the Company did not receive any questions on the proposed resolutions from shareholders by the deadline stated in the Notice of AGM.

The Chairman then opened the floor for questions. As no questions were raised on the proposed resolutions during the AGM, the Chairman proceeded with the formal proceedings.

POLLING PROCEDURES

The Chairman informed that he has been appointed as proxy by several shareholders and he would be voting in accordance with their instructions. Pursuant to Rule 730A(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), all proposed resolutions put forth at the AGM would be decided by way of a poll. As the Chairman of the Meeting, he demanded that all proposed resolutions to be voted by way of poll pursuant to Regulation 85 of the Company's Constitution. The voting of all the proposed resolutions would be conducted in a poll voting paper. The poll voting papers had been handed to shareholders, proxies and authorised representative at the point of registration.

The Meeting was further informed of the appointment of In.Corp Corporate Services Pte. Ltd. as poling agent and Aspertise Corporate Consultancy Pte. Ltd. as the Scrutineer to scrutinise the polling procedures and certify the results of the poll.

ORDINARY BUSINESS:

1. RESOLUTION 1: DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025 TOGETHER WITH THE AUDITOR'S REPORT

The AGM proceeded to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2025 together with the Auditor's Report thereon (the "**Audited Financial Statements**").

The Chairman proposed the following motion to be put to vote:

"That the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2025 together with the Auditor's\ Report thereon be and are hereby approved and adopted."

2. RESOLUTION 2: DECLARATION OF FINAL TAX EXEMPT (ONE-TIER) DIVIDEND

The Board had recommended the payment of final tax exempt (one-tier) dividend of S$0.01 per ordinary share for the financial year ended 31 March 2025.

The Chairman proposed the following motion to be put to vote:

"That the payment of final tax exempt (one-tier) dividend of S$0.01 per ordinary share for the financial year ended 31 March 2025, be and is hereby approved."

3. RESOLUTION 3: RE-ELECTION OF DIRECTOR – MS TIAN RUO NAN

Ms Tian Ruo Nan, who was retiring as a Director of the Company under Regulation 117 of the Constitution of the Company, had signified her consent to continue in office.

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.

The Chairman proposed the following motion to be put to vote:

"That Ms Tian Ruo Nan be re-elected as a Director of the Company."

4. RESOLUTION 4: RE-ELECTION OF DIRECTOR – MR NG SAN TIONG

Mr Ng San Tiong, who was retiring as a Director of the Company under Regulation 117 of the Constitution of the Company, had signified his consent to continue in office.

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.

The Chairman proposed the following motion to be put to vote:

"That Mr Ng San Tiong be re-elected as a Director of the Company."

5. RESOLUTION 5: RE-ELECTION OF DIRECTOR – TAN ENG ANN

Mr Tan Eng Ann, who was retiring as Director of the Company under Regulation 121 of the Constitution of the Company, had signified his consent to continue in office.

Mr Tan Eng Ann will, upon his re-election as Director of the Company, remain as Non-Executive and Independent Director, Chairman of Nominating Committee, a member of Audit Committee and Remuneration Committee and will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.

The Chairman proposed the following motion to be put to vote:

"That Mr Tan Eng Ann be re-elected as a Director of the Company."

6. RETIREMENT OF DIRECTOR – MR HOON CHEE WAI

Mr Hoon Chee Wai, who was retiring as a Director of the Company pursuant to Regulation 117 of the Constitution of the Company, had signified his intention to retire from the office.

On behalf of the Board, the Chairman expressed heartfelt appreciation to Mr Hoon Chee Wai for his dedication and valuable contribution to the Board and the Company.

It was noted that, at the conclusion of the AGM, Mr Hoon Chee Wai retired as a Director of the Company and relinquished 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.

7. RESOLUTION 6: PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

The Board had recommended the payment of Directors' fees of S$208,050 for the financial year ended 31 March 2025.

The Chairman proposed the following motion to be put to vote:

"That the payment of the Directors' fees of S$208,050 for the financial year ended 31 March 2025, be approved."

8. RESOLUTION 7: PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 MARCH 2026

The Board had recommended the payment of Directors' fees of S$202,050 for the financial year ending 31 March 2026, payable quarterly in arrears.

The Chairman proposed the following motion to be put to vote:

"That the payment of the Directors' fees of S$202,050 for the financial year ending 31 March 2026, payable quarterly in arrears, be approved."

9. RESOLUTION 8: RE-APPOINTMENT OF MESSRS PKF-CAP LLP AS THE AUDITORS OF THE COMPANY

The last item of the ordinary business was to deliberate the re-appointment of Messrs PKF-CAP LLP as auditors of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. Messrs PKF-CAP LLP had expressed their willingness to continue in office.

The Chairman proposed the following motion to be put to vote:

"That Messrs PKF-CAP LLP be re-appointed as the Auditors of the Company to hold office until the conclusion of the next annual general meeting and that the Directors be authorised to fix their remuneration."

ANY OTHER ORDINARY BUSINESS

The Chairman informed the Meeting that the Company Secretary had confirmed no notice of any other ordinary business had been received from shareholders. As such, the Chairman proceeded to consider the special business of the Meeting.

SPECIAL BUSINESS:

10. RESOLUTION 9: AUTHORITY TO ALLOT AND ISSUE SHARES

Resolution 9 was to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806(2) of the Listing Manual of the SGX-ST. The full text of the Resolution 9 was set out in the Notice of the AGM on pages 144 and 145 of the Annual Report.

The Chairman proposed the following motion to be put to vote:

*"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.”

11. RESOLUTION 10: RENEWAL OF SHAREHOLDERS’ MANDATE FOR INTERESTED PERSON TRANSACTIONS

Resolution 10 was to approve the renewal of shareholders’ mandate for the interested person transactions. The full text of the Resolution 10 was set out in the Notice of the AGM on page 145 of the Annual Report. The Meeting was informed that shareholders entitled to participate in the shareholders’ mandate for interested person transactions would abstain from voting on Resolution 10.

Upon being proposed by Ms Kong Tsae Shyuan, the following motion was put to vote:

"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."

POLL VOTING

The Chairman proceeded with the formalities of conducting a poll. Shareholders completed and submitted the polling papers to the Polling Agent. The Meeting was adjourned at 11.17 a.m. for tabulation and verification votes and resumed at 11.24 a.m..

DECLARATION OF POLL RESULTS

Based on the verified poll results projected on the screen as below, the Chairman declared that all the resolutions tabled at the AGM were carried:

Resolution number and details:	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Business					
Resolution 1 Adoption of the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2025 together with Auditor's Report	74,198,048	74,198,048	100	0	0

Resolution number and details:	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Business (Cont'd)					
Resolution 2 Declaration of final tax-exempt (one-tier) dividend for the financial year ended 31 March 2025	74,198,048	74,198,048	100	0	0
Resolution 3 Re-election of Ms Tian Ruo Nan as Director	74,198,048	74,198,048	100	0	0
Resolution 4 Re-election of Mr Ng San Tiong as Director	74,198,048	74,198,048	100	0	0
Resolution 5 Re-election of Mr Tan Eng Ann as Director	74,198,048	74,198,048	100	0	0
Resolution 6 Approval of Directors' fees amounting to S$208,050 for the financial year ended 31 March 2025	74,198,048	74,198,048	100	0	0
Resolution 7 Approval of Directors' fees amounting to S$202,050 for the financial year ending 31 March 2026	74,198,048	74,198,048	100	0	0
Resolution 8 Re-appointment of Messrs PKF-CAP LLP as Auditors of the Company	74,198,048	74,198,048	100	0	0

Resolution number and details:	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
Special Business					
Resolution 9 Authority to allot and issue shares	74,198,048	74,198,048	100	0	0
Resolution 10 Renewal of Shareholders' Mandate for Interested Person Transactions	1,160,125	1,160,125	100	0	0

CONCLUSION

There being no other business to transact, the Chairman of the AGM declared the AGM closed at 11.27 a.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE AND CORRECT RECORD OF PROCEEDINGS

SUN TIAN
CHAIRMAN OF THE MEETING