

YONGNAM HOLDINGS LIMITED

(the "Company")
(Company Registration No.199407612N)
(Incorporated in the Republic of Singapore)

MINUTES OF ANNUAL GENERAL MEETING

MINUTES of the Annual General Meeting (the "AGM" or "Meeting") of Yongnam Holdings Limited (the "Company" or "YHL") held by way of electronic means on Thursday, 29 July 2021 at 10.05 a.m. (immediately after the Extraordinary General Meeting held on the same day).

Present

Seow Soon Yong (Managing Director and Chief Executive Officer)
Chia Sin Cheng (Executive Director and Finance Director) ("Mr Chia")
Siau Sun King (Executive Director)
Goon Kok Loon (Lead Independent Non-Executive Directors)
Lim Ghim Siew, Henry (Independent Non-Executive Directors)
Tan Eng Kiat, Dominic (Independent Non-Executive Directors)
Teng Kian Jen, Ben (Independent Non-Executive Directors)

Shareholders who attended via live webcast

As set out in the attendance list maintained by the Company

CHAIRMAN

Mr. Seow Soon Yong, the Managing Director and Chief Executive Officer of the Company, conducted the proceedings of the AGM as the Chairman of the Meeting. It was informed that due to the COVID-19 restriction orders in Singapore, shareholders were not able to attend in person. It was noted that the Executive Director and Finance Director, Mr Chia Sin Cheng, the Executive Director, Mr Siau Sun King, Independent Non-Executive Directors, Mr Goon Kok Loon, Mr Lim Ghim Siew, Henry, Mr Tan Eng Kiat, Dominic and Mr Teng Kian Jen, Ben as well as the Secretary, Auditors and Scrutineer were present at AGM via live webcast.

POLL VOTING

It was highlighted that there would be no live voting during the meeting and the Chairman had been appointed as proxy by the shareholders to vote on their behalf in accordance with their respective specific instructions.

All resolutions tabled at the AGM would be voted upon by way of poll. All the motions had been duly voted by the shareholders through the submissions of the Proxy Forms and the Scrutineer had verified the counting of all votes casted through the Proxy Forms.

Entrust Advisory Pte Ltd was appointed as scrutineers for the poll.

ABSTENTIONS FROM VOTING

Pursuant to Rule 201(5)(d)(iii) of the Listing Rules (which will take effect from 1 January 2022), the Directors and Chief Executive Officer of the Company, and their respective associates, holding in aggregate 97,134,832 ordinary shares in the capital of the Company, were abstained from votings at the AGM in respect to the Ordinary Resolution 6 and 8 respectively.

QUORUM

With the requisite quorum being present, the Chairman called the Meeting to order at 10.05 a.m.

NOTICE

The notice of the meeting having been circulated to the members, with the concurrence of the Meeting, was taken as read.

RESPONSE TO SUBSTANTIAL AND RELEVANT QUESTIONS

The Chairman informed that the Company had not received any question from Shareholders prior to the AGM.

PRESENTATION

Before the Start of the AGM proceeding, the Chairman involved Mr Chia, being the Finance Director of the Company, to explain briefly the Group's financial performance in FY2020, and the impact of COVID-19 on the business as follows:

"As was mentioned in the last AGM, as well as in our Annual Reports for FY2019 and FY2020, the COVID-19 pandemic has a substantial impact on our business and the Group's financial performance.

The Circuit Breaker implemented in April 2020 required all construction work to be stopped. Although BCA allowed for gradual resumption of construction work from 2 June 2020, nothing much could be done because of the COVID-19 infections in the migrant workers' dormitories. We were only able to slowly start work in September 2020, resulting in zero revenue from our Singapore operations for 5 months. During these 5 months, we continued to incur overheads which could not be absorbed as there were no business activities.

The delays to the projects, caused by the pandemic, would lead to increase in project costs as contractors try to catch up with the construction works. We will work with our clients and subcontractors on an equitable sharing of the increased costs.

The latest problem to hit the construction industry is the shortage of migrant workers. With the worsening of the pandemic situation in countries like India and Bangladesh, the Singapore government has put a temporary ban on the recruitment of migrant workers from these countries. Unfortunately, these are also the traditional sources of our construction labour. As of now, we are looking at alternative sources of supply, and hopefully the government's pilot scheme in allowing certain migrant workers from India and Bangladesh back into Singapore would help alleviate the shortage. Nevertheless, this shortage of migrant workers would have a negative impact on our business in the current year.

The pandemic has caused the postponement of major projects, most notably the Changi Airport T5 development. While our order book has improved over the past few years, from \$355m as at 31 December 2018 to \$405m as at 31 December 2019 and to \$543m as at 31 December 2020, we have to brace ourselves for a slow recovery of the market. The vaccination efforts undertaken by the Singapore government, as well as in other countries, should gradually provide positive stimulus to the market.

We undertook restructuring in 2019 and have managed to reduce our overheads. We will continue to further streamline operations and trim our overheads. We will also do whatever we can to pull through this difficult period.”

At this juncture, the Chairman proceed to continue with the proceeding of the AGM.

ORDINARY RESOLUTION 1

AUDITED FINANCIAL STATEMENTS AND STATEMENT OF THE DIRECTORS AND THE AUDITORS’ REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

The Chairman proposed that the Directors’ Statement and the Audited Financial Statements of the Company for the year ended 31 December 2020 and the Auditor’s Report thereon be received and adopted.

The results of Resolution 1 were as follows:

	Total Votes	Percentage
For	177,593,527	99.7697%
Against	410,000	0.2303%

Based on the results of the poll, the Chairman declared the following motion carried:

“RESOLVED that the Audited Financial Statements and the Statement of the Directors and the Auditors’ Report thereon for the financial year ended 31 December 2020 be and are hereby received and adopted.”

ORDINARY RESOLUTION 2

DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

The Chairman proposed the motion to approve the Directors’ Fees of S\$190,000 for the financial year ended 31 December 2020.

The results of Resolution 2 were as follows:

	Total Votes	Percentage
For	177,593,527	99.7697%
Against	410,000	0.2303%

Based on the results of the poll, the Chairman declared the motion carried and it was

“RESOLVED that approval be hereby given for the payment Directors’ Fees of S\$190,000 for the financial year ended 31 December 2020.”

ORDINARY RESOLUTION 3

RE-ELECTION OF MR CHIA SIN CHENG AS DIRECTOR OF THE COMPANY

Mr Chia Sin Cheng retired pursuant to Article 103 of the Company's Constitution. Being eligible, he had offered himself for re-election.

The results of Resolution 3 were as follows:

	Total Votes	Percentage
For	177,593,527	99.7697%
Against	410,000	0.2303%

Based on the results of the poll, the Chairman declared the following motion carried:

“RESOLVED that Mr Chia Sin Cheng be re-elected as Director of the Company.”

Mr Chia Sin Cheng (Executive Director) would, upon re-election as Director of the Company, remain as Executive and non-independent director as well as the Finance Director of the Company.

ORDINARY RESOLUTION 4

RE-ELECTION OF MR TENG KIAN JEN, BEN AS DIRECTOR OF THE COMPANY

Mr Teng Kian Jen, Ben retired pursuant to Article 107 of the Company's Constitution. Being eligible, he had offered himself for re-election.

The results of Resolution 4 were as follows:

	Total Votes	Percentage
For	177,593,527	99.7697%
Against	410,000	0.2303%

Based on the results of the poll, the Chairman declared the following motion carried:

“RESOLVED that Mr Teng Kian Jen, Ben be re-elected as Director of the Company.”

Mr Teng Kian Jen, Ben (Independent Non-Executive) would, upon re-election as Director of the Company, remain as a member of the Audit Committee as well as Nominating Committee and he would be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

RETIREMENT OF MR GOON KOK LOON AS LEAD INDEPENDENT NON-EXECUTIVE DIRECTOR

It was noted that Mr Mr Goon Kok Loon indicated his retirement intention and did not wish to seek re-election as a Director of the Company pursuant to Article 103 of the Company's Constitution.

On behalf of the Board of Directors of the Company, The Chairman of the meeting expressed the appreciations to Mr Goon Kok Loon for his extensive and valuable contributions and supports to the Company for the past 17 years.

ORDINARY RESOLUTION 5

CONTINUED APPOINTMENT OF MR LIM GHIM SIEW, HENRY AN INDEPENDENT DIRECTOR UNDER RULE 210(5)(d)(iii)(A) OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”).

The Chairman informed the Meeting that Resolution 5 is to approve the continued appointment of Mr Lim Ghim Siew, Henry as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST, subject to and contingent upon passing of Resolution 6.

The Chairman of the Meeting proposed the motion.

The results of Resolution 5 were as follows:

	Total Votes	Percentage
For	177,593,527	99.7697%
Against	410,000	0.2303%

Based on the results of the poll, the Chairman declared the following motion carried:

“IT WAS RESOLVED that, subject to and contingent upon the passing of Resolution 6 by shareholders of the Company:-

- (a) the continued appointment of Mr Lim Ghim Siew, Henry, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and***
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Lim Ghim Siew, Henry as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.”***

ORDINARY RESOLUTION 6

CONTINUED APPOINTMENT OF MR LIM GHIM SIEW, HENRY AS AN INDEPENDENT DIRECTOR UNDER RULE 210(5)(D)(III)(B) OF THE LISTING MANUAL OF THE SGX-ST

The Chairman informed the Meeting that Resolution 6 is to approve the continued appointment of Mr Lim Ghim Siew, Henry as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST.

The Chairman of the Meeting proposed the motion.

The results of Resolution 6 were as follows:

	Total Votes	Percentage
For	80,458,695	99.4930%
Against	410,000	0.5070 %

Based on the results of the poll, the Chairman declared the following motion carried:

“IT WAS RESOLVED that, subject to and contingent upon the passing of Resolution 5 by shareholders of the Company:-

- (a) ***the continued appointment of Mr Lim Ghim Siew, Henry, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved by shareholders of the Company, excluding the Directors and the CEO of the Company, and their respective associates as defined in the Listing Manual of the SGX-ST; and***
- (b) ***the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Lim Ghim Siew, Henry as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.***

It was noted that the continued appointment of Mr Lim Ghim Siew, Henry as an Independent Director shall continue in force until the earlier of (i) the retirement or resignation of Mr Lim Ghim Siew, Henry as a Director; or (ii) the conclusion of the third AGM of the Company, following the passing of Resolutions 5 and 6.

It was further noted that the Directors and CEO of the Company and their respective associates, holding in aggregate 97,134,832 ordinary shares in the Company, were required to and had abstained from voting from Resolution 6.

Mr Lim Ghim Siew, Henry (Independent Non-Executive) would, upon his re-appointment as Independent Director of the Company, continue to serve as the Chairman of the Remuneration Committee as well as a member of the Audit Committee. He would be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

ORDINARY RESOLUTION 7

CONTINUED APPOINTMENT OF MR TAN ENG KIAT, DOMINIC AN INDEPENDENT DIRECTOR UNDER RULE 210(5)(d)(iii)(A) OF THE LISTING MANUAL OF THE SGX-ST

The Chairman informed the Meeting that Resolution 7 is to approve the continued appointment of Mr Tan Eng Kiat, Dominic as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST, subject to and contingent upon passing of Resolution 7.

The Chairman of the Meeting proposed the motion.

The results of Resolution 7 were as follows:

	Total Votes	Percentage
For	177,593,527	99.7697%
Against	410,000	0.2303%

Based on the results of the poll, the Chairman declared the following motion carried:

“IT WAS RESOLVED that, subject to and contingent upon the passing of Resolution 8 by shareholders of the Company:-

- (a) ***the continued appointment of Mr Tan Eng Kiat, Dominic, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and***
- (b) ***the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Tan Eng Kiat, Dominic as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.***

ORDINARY RESOLUTION 8

CONTINUED APPOINTMENT OF MR TAN ENG KIAT, DOMINIC AS AN INDEPENDENT DIRECTOR UNDER RULE 210(5)(d)(iii)(B) OF THE LISTING MANUAL OF THE SGX-ST

The Chairman informed the Meeting that Resolution 6 is to approve the continued appointment of Mr Tan Eng Kiat, Dominic as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST.

The Chairman of the Meeting proposed the motion.

The results of Resolution 8 were as follows:

	Total Votes	Percentage
For	80,458,695	99.4930%
Against	410,000	0.5070 %

Based on the results of the poll, the Chairman declared the following motion carried:

“IT WAS RESOLVED that, subject to and contingent upon the passing of Resolution 7 by shareholders:-

- (a) the continued appointment of Mr Tan Eng Kiat, Dominic, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved by shareholders of the Company, excluding the Directors and the CEO of the Company, and their respective associates as defined in the Listing Manual of the SGX-ST; and***
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Tan Eng Kiat, Dominic as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.”***

It was noted that the continued appointment of Mr Tan Eng Kiat, Dominic as an Independent Director shall continue in force until the earlier of (i) the retirement or resignation of Mr Tan Eng Kiat, Dominic as a Director; or (ii) the conclusion of the third AGM of the Company, following the passing of Resolutions 7 and 8.

It was further noted that the Directors and CEO of the Company and their respective associates, holding in aggregate 97,134,832 ordinary shares in the Company, were required to and had abstained from voting from Resolution 8.

Mr Tan Eng Kiat, Dominic (Independent Non-Executive) would, upon his re-appointment as Independent Director of the Company, continue to serve as the Chairman of the Nominating Committee as well as a member of the Remuneration Committee. He would be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited

ORDINARY RESOLUTION 9

RE-APPOINTMENT OF AUDITORS

The Chairman proposed that Ernst & Young LLP be reappointed as Auditor of the Company and that the Directors be authorised to fix its remuneration.

The results of Resolution 9 were as follows:

	Total Votes	Percentage
For	177,593,527	99.7697%
Against	410,000	0.2303%

Based on the results of the poll, the Chairman declared the following motion carried.

“RESOLVED that Messrs Ernst & Young LLP be and are hereby re-appointed as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration.”

ORDINARY RESOLUTION 10

AUTHORITY TO ALLOT AND ISSUE SHARES

The Chairman proposed the motion to approve the authority to allot and issue shares.

The results of Resolution 10 were as follows:

	Total Votes	Percentage
For	177,593,527	99.7697%
Against	410,000	0.2303%

Based on the results of the poll, the Chairman declared the following motion carried:

“RESOLVED THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, and Rule 806 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 allot and issue new ordinary shares in the capital of the Company (“Shares”) (whether by way of rights, bonus or otherwise), and/or 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, in their absolute discretion, deem fit; and (notwithstanding that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force, provided that:

- (a) the aggregate number of the Shares to be issued pursuant to this authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to this authority), does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including the Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) shall not exceed twenty per cent (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 paragraph (b) below);***

- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (a) 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) of the Company at the time such authority was conferred, after adjusting for:**
- (i) new Shares arising from the conversion or exercise of any convertible securities;**
 - (ii) new Shares arising from 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**
 - (iii) any subsequent consolidation or subdivision of the Shares;**
- adjustments in accordance with sub-paragraphs (i) and (ii) 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 and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;**
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, Chapter 50 of Singapore and otherwise, and the Constitution of the Company for the time being; and**
- (d) such authority shall, unless revoked or varied by the Company in a general meeting, 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.”**

CONCLUSION

There being no other business, the Chairman declared the Meeting of the Company closed at 10.20 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held

Seow Soon Yong
Chairman of the Meeting
Date: 27 August 2021