
NOTICE OF EXTRAORDINARY GENERAL MEETING

YONGNAM HOLDINGS LIMITED

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

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Yongnam Holdings Limited (the “**Company**”) will be held by way of electronic means on 20 October 2021 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

All capitalised terms in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 5 October 2021 (the “**Circular**”).

ORDINARY RESOLUTION 1: THE PROPOSED ISSUE OF 2021 BONDS

THAT:

- (a) the proposed issue of the 2021 Bonds by the Company to the Existing Bondholders, and the subsequent allotment and issuance of Conversion Shares arising from the conversion of the 2021 Bonds, be and is hereby approved and authority be and is hereby given to the Directors to:
 - (i) create and issue to the Existing Bondholders the 2021 Bonds, such 2021 Bonds to be convertible, at the option of the holder thereof, into the Conversion Shares at the Conversion Price, subject to certain adjustments in accordance with the terms and conditions of the 2021 Bonds; and
 - (ii) allot and issue:
 - (1) such number of Conversion Shares as may be required or permitted to be allotted or issued on the conversion of the 2021 Bonds, to the Bondholders, on the conversion thereof, subject to and otherwise in accordance with the terms and conditions of the issue of the 2021 Bonds, whereby such Conversion Shares shall upon allotment and issue, rank *pari passu* in all respects with the then existing Shares for any dividends, rights, allotments or other distributions, the record date for which falls on such date that the Bondholder is registered as the holder on record of such shares; and
 - (2) on the same basis as paragraph (a)(ii)(1) above, such further Conversion Shares as may be required to be allotted and issued on the conversion of any of the 2021 Bonds upon the adjustment of the Conversion Price in accordance with the terms and conditions of the 2021 Bonds; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company.

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ORDINARY RESOLUTION 2: THE POTENTIAL TRANSFER OF CONTROLLING INTEREST

THAT subject to and contingent upon Ordinary Resolution 1 being passed:

- (a) approval be and is hereby given for the allotment and issuance by the Company of up to 106,400,000 Conversion Shares to Mr. Wang subject to and otherwise in accordance with the terms and conditions of the Proposed Bonds Issue, to the extent the issuance of such Conversion Shares constitutes a transfer of Controlling Interest in the Company to Mr. Wang pursuant to Rule 803 of the Listing Manual; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.

**BY ORDER OF THE BOARD
YONGNAM HOLDINGS LIMITED**

SEOW SOON YONG
Chief Executive Officer

5 October 2021

Notes:

1. In view of the circuit breaker measures applicable as of the date of this notice and pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”), as amended from time to time, the EGM will be held by way of electronic means and members of the Company will NOT be allowed to attend the EGM in person. In line with guidance provided by the SGX-ST in its regulatory announcement dated 1 October 2020 entitled “Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation”, printed copies of this notice and all documents relating to the business of the EGM (“**EGM Documents**”), will not be sent to members. Instead, the EGM Documents can be accessed at the Company’s website at the URL <http://www.yongnamgroup.com> and SGXNET at the URL <https://www.sgx.com/securities/companyannouncements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via “live” audio-visual webcast or “live” audio webcast), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Circular.
3. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. The “live” webcast will not provide for online voting. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the instrument appointing the Chairman of the EGM as proxy (“**Proxy Form**”), failing which the appointment will be treated as invalid.
4. The Chairman of the EGM, as proxy, need not be a member of the Company.

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5. Investors whose Shares are held with relevant intermediaries under Section 181(1C) of the Companies Act, such as SRS investors, who wish to appoint the Chairman of the EGM as proxy, should approach their respective intermediaries such as SRS operators to submit their voting instructions at least seven (7) working days prior to the date of the EGM.
6. The Proxy Form must be submitted through any one of the following means: (a) via the Yongnam EGM Website in the electronic format accessible on the Yongnam EGM Website, URL <https://conveneagm.sg/yhlegm>, (b) by depositing a physical copy at the registered office of the Company at 51 Tuas South Street 5, Singapore 637644 or (c) by sending a scanned PDF copy by email to sg.is.proxy@sg.tricorglobal.com, in each case, by 10.00 a.m. on 17 October 2021 (being not less than 72 hours before the time fixed for holding the EGM), and failing which, the Proxy Form will not be treated as valid. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.
7. The Company shall be entitled to, and will, treat any valid instrument appointing the Chairman of the EGM which was delivered by a member to the Company before 10.00 a.m. on 17 October 2021 as a valid instrument appointing the Chairman of the EGM as the member's proxy to attend, speak and vote at the EGM if: (a) the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and (b) the member has not withdrawn the appointment.
8. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, 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 proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.