

**YOONG ONN CORPORATION BERHAD**

200801012850 (814138-K)

(Incorporated in Malaysia)

Minutes of the **Eighteenth Annual General Meeting (“AGM”)** of YOONG ONN CORPORATION BERHAD (“**YOCB**” or “**the Company**”) held at **Putra 1 Room, Nilai Springs Golf & Country Club, PT 4770, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan Darul Khusus, Malaysia** on **Tuesday, 2 December 2025 at 10.00 a.m.**

---

Present : Board of Directors  
Tan Sri Datuk Seri Dr. Suleiman Bin Mohamed  
Mr. Chew Hon Foong  
Mr. Chew Hon Keong  
Dato’ Tang Swee Guan  
Mr. Alan Fung Kam Foo  
Puan Hasmaliza Binti Othman  
Mr. Yeoh Chong Keng

By Invitation

Mr. Jon Tan Peng (Group Chief Financial Officer)  
Ms. Thong Siew Mee  
Mr. John Ler Ji-Yong (HLB Ler Lum Chew PLT)  
Mr. Kunalan Sornasingham (HLB Ler Lum Chew PLT)

In Attendance

Ms. Lau Yen Hoon (Company Secretary)  
Ms. Yew Soo Jing (Tricor Corporate Services Sdn Bhd)  
Ms. Nurul Azwa Syahira Binti Ruslan (Tricor Corporate Services Sdn Bhd)

The attendance of shareholders/ corporate representatives/ proxies/ other invitees are as per the Attendance List.

**1. OPENING**

Tan Sri Datuk Seri Dr. Suleiman Bin Mohamed (“**the Chairman**”), the Independent Non-Executive Chairman of the Company, introduced himself and welcomed all participants of the Eighteenth AGM of the Company.

The Chairman then introduced the members of the Board of Directors, Management team and Company Secretary who were present at the AGM and informed that the External Auditors, HLB Ler Lum Chew PLT, were also joining the Meeting.

**2. QUORUM**

As the requisite quorum was present, the Chairman called the Meeting to order.

**3. NOTICE**

The Notice convening the AGM having been circulated within the prescribed period and advertised in

the newspaper as well as on the website of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), with the consent of the Meeting, taken as read.

**4. POLLING PROCESS**

The Chairman informed the shareholders that pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in the notice of the AGM would be decided by poll, which would be taken at the end of the Meeting after all the agenda items and questions from the shareholders had been dealt with.

The Company had appointed Boardroom Share Registrars Sdn. Bhd. as the poll administrator and Sky Corporate Services Sdn. Bhd. as the independent Scrutineers for poll verification.

**ORDINARY BUSINESSES:**

**5. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The first item of the AGM agenda was to receive the Audited Financial Statements of the Company for the year ended 30 June 2025 together with the Directors' and Auditors' Reports thereon.

The Chairman informed that the provisions of the Companies Act 2016 (“**the Act**”) require the Audited Financial Statements and Reports to be laid before the Company at its AGM but does not require a formal approval of the shareholders. As such, this agenda item was meant for discussion only and not a business which requires a resolution to be put to vote by shareholders.

The Meeting noted that there were some questions received from shareholders before the AGM and that the Company’s replies would be provided to the shareholders as well as posted on the Company’s website along with the Minutes of the AGM in due course.

There being no further question asked, the Chairman put on record that the Audited Financial Statements for the financial year ended 30 June 2025, together with the Directors' and Auditors' Reports thereon, have in accordance with the Act, been properly laid and received.

**6. ORDINARY RESOLUTION 1  
PAYMENT OF DIRECTORS’ FEE**

The Chairman proceeded with the second item of the agenda which was to approve the Directors’ Fee of RM252,000.00 to the Non-Executive Directors for the period commencing 2 December 2025 until the next AGM of the Company.

There being no question asked, the Chairman informed that the motion for the proposed Ordinary Resolution 1 would be put to vote at the end of the Meeting.

**7. ORDINARY RESOLUTION 2  
PAYMENT OF DIRECTORS’ BENEFITS**

The Chairman proceeded with the third item of the agenda which was to approve the payment of

Directors' benefits amounting to RM17,250.00 to the Non-Executive Directors for the financial year ended 30 June 2025, and RM37,500.00 for the period commencing 1 July 2025 until the next AGM of the Company.

A question was raised by a shareholder and the question and answer were annexed hereto and marked as "Annexure A". After the question had been dealt with, the Chairman informed that the motion for the proposed Ordinary Resolution 2 would be put to vote at the end of the Meeting.

**8. ORDINARY RESOLUTION NO. 3  
RE-ELECTION OF DIRECTOR – MR. FUNG KAM FOO**

The Meeting then proceeded with the agenda item on the re-election of Mr Fung Kam Foo who would be retiring in accordance with Clause 104 of the Constitution of the Company and who had offered himself for re-election, as a Director of the Company.

The Chairman informed that his profile could be read on page 6 of the Annual Report 2025.

There being no question asked, the Chairman informed that the motion for the proposed Ordinary Resolution 3 would be put to vote at the end of the Meeting.

**9. ORDINARY RESOLUTION NO. 4  
RE-ELECTION OF DIRECTOR – DATO' TANG SWEE GUAN**

The Meeting then proceeded with the agenda item on the re-election of Dato' Tang Swee Guan who would be retiring in accordance with Clause 104 of the Constitution of the Company and who had offered himself for re-election, as a Director of the Company.

The Chairman informed that his profile could be read on page 5 of the Annual Report 2025.

Questions were raised by a shareholder and the list of questions and answers that had been addressed were listed in Annexure A. After the questions had been dealt with, the Chairman informed that the motion for the proposed Ordinary Resolution 4 would be put to vote at the end of the Meeting.

**10. ORDINARY RESOLUTION NO. 5  
RE-ELECTION OF DIRECTOR – MR. YEOH CHONG KENG**

The Meeting then proceeded with the agenda item on the re-election of Mr Yeoh Chong Keng who would be retiring in accordance with Clause 104 of the Constitution of the Company and who had offered himself for re-election, as a Director of the Company.

The Chairman informed that his profile could be read on page 7 of the Annual Report 2025.

There being no question asked, the Chairman informed that the motion for the proposed Ordinary Resolution 5 would be put to vote at the end of the Meeting.

**11. ORDINARY RESOLUTION NO. 6  
RE-APPOINTMENT OF AUDITORS**

The Meeting proceeded to the next agenda on the re-appointment of HLB Ler Lum Chew PLT as the External Auditors of the Company and to authorise the Directors to fix their remuneration.

The Chairman informed that HLB Ler Lum Chew PLT had indicated their willingness to continue office.

There being no question asked, the Chairman informed that the motion for the proposed Ordinary Resolution 6 would be put to vote at the end of the Meeting.

**SPECIAL BUSINESSES:**

**12. ORDINARY RESOLUTION NO. 7  
DECLARATION OF SINGLE TIER FINAL DIVIDEND OF 4.0 SEN PER ORDINARY  
SHARE FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025**

The Chairman proceeded with the sixth item of the agenda which was to approve the payment of single tier final dividend of 4.0 sen per ordinary share in respect of the financial year ended 30 June 2025 as recommended by the Board.

The final dividend if approved, will be paid on 15 January 2026 to shareholders whose names appear in the Record of Depositors on 18 December 2025.

There being no question asked, the Chairman informed that the motion for the proposed Ordinary Resolution 7 would be put to vote at the end of the Meeting.

**13. ORDINARY RESOLUTION NO. 8  
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF  
THE COMPANIES ACT 2016**

The Meeting proceeded with next agenda which was regarding the proposed Ordinary Resolution to authorise the Directors to issue and allot shares of the Company pursuant to Section 75 and 76 of the Act.

The Chairman informed that the details of this proposal had been set out under the explanatory note in the Notice of AGM.

There being no question asked, the Chairman informed that the motion for the proposed Ordinary Resolution 8 would be put to vote at the end of the Meeting.

**14. ORDINARY RESOLUTION NO. 9  
PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF  
UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE  
COMPANY**

The Meeting proceeded with the eighth agenda which was to approve the renewal of authority for the Company to purchase its own shares. This resolution if passed, would give authority to the Board to

purchase its own company shares of up to 10% of the issued and paid up capital by utilising the funds allocated which shall not exceed the total retained profits and share premium of the Company. This authority shall be valid, unless revoked or varied by the Company in a general meeting, until the next AGM.

The Chairman informed that the details of this proposal could be found in the Statement to Shareholders dated 28 October 2025.

There being no question asked, the Chairman informed that the motion for the proposed Ordinary Resolution 9 would be put to vote at the end of the Meeting.

**15. ORDINARY RESOLUTION NO. 10  
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The next item on the agenda was the Ordinary Resolution to obtain the shareholders' approval to allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions ("RRPT") of a revenue or trading nature with certain related parties, as stated in the Notice of this meeting.

The Chairman informed that the full details of the proposed resolution were set out in the Circular to Shareholders dated 28 October 2025. Such transactions are necessary for the Group' day-to-day operations and which are carried out in the ordinary course of business, on terms which are not more favorable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM.

A question was raised by a shareholder and the question and answer were listed in Annexure A. After the question had been dealt with for this Agenda, the motion for the proposed Ordinary Resolution 10 would be put to vote at the end of the Meeting.

**16. TO TRANSACT ANY OTHER BUSINESS**

The last item on the agenda was to transact any other business.

The Chairman informed that the Company did not receive any notice to transact other matters for which due notice is required to be given in accordance with the Act.

**17. POLL VOTING**

After going through all the motions set out in the Notice, the Meeting proceeded to the voting session.

The representative of the poll administrator, Mr. Zulkernaen Bin Abdul Samad from Boardroom Share Registrars Sdn. Bhd. was invited to brief the shareholders on the poll procedures.

Thereafter, the members, corporate representatives and proxies were invited to cast their votes.

18. **ADJOURNMENT OF MEETING**

The Meeting was adjourned at 10.30 a.m. for the counting of votes.

19. **ANNOUNCEMENT OF POLL RESULTS**

The Meeting was reconvened at 11.00 a.m. for the declaration of the following poll results, which had been verified by the independent scrutineers:-

Resolutions No.	Vote For		Vote Against		Total Votes
	No of Units	%	No of Units	%	No. of Units
<b>Ordinary Resolution 1</b>	98,853,222	100.0000	-	0.0000	98,853,222
<b>Ordinary Resolution 2</b>	98,776,222	99.9221	77,000	0.0779	98,853,222
<b>Ordinary Resolution 3</b>	99,053,222	100.0000	-	0.0000	99,053,222
<b>Ordinary Resolution 4</b>	98,976,222	99.9223	77,000	0.0777	99,053,222
<b>Ordinary Resolution 5</b>	98,776,222	99.9221	77,000	0.0779	98,853,222
<b>Ordinary Resolution 6</b>	99,053,222	100.0000	-	0.0000	99,053,222
<b>Ordinary Resolution 7</b>	99,053,222	100.0000	-	0.0000	99,053,222
<b>Ordinary Resolution 8</b>	99,053,222	100.0000	-	0.0000	99,053,222
<b>Ordinary Resolution 9</b>	99,053,222	100.0000	-	0.0000	99,053,222
<b>Ordinary Resolution 10</b>	14,245,991	99.4624	77,000	0.5376	14,322,991

Based on the poll results, the Chairman declared that all the proposed resolutions tabled at the AGM were carried.

It was RESOLVED as follows:-

**ORDINARY BUSINESSES:**

**ORDINARY RESOLUTION 1**

**PAYMENT OF DIRECTORS' FEE**

“THAT the payment of Directors’ Fee of RM252,000.00 to the Non-Executive Directors for the period commencing 2 December 2025 until the next Annual General Meeting be and is hereby approved.”

**ORDINARY RESOLUTION 2**

**PAYMENT OF DIRECTORS' BENEFITS**

“THAT the payment of Directors’ benefits amounting to RM17,250.00 to the Non-Executive Directors for the financial year ended 30 June 2025 and RM37,500.00 for period commencing 1 July 2025 until the next Annual General Meeting be and is hereby approved.”

**ORDINARY RESOLUTION 3**

**RE-ELECTION OF DIRECTOR**

“THAT Mr. Fung Kam Foo, the Director who retiring in accordance with Clause 104 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.”

**ORDINARY RESOLUTION 4**

**RE-ELECTION OF DIRECTOR**

“THAT Dato’ Tang Swee Guan, the Director who retiring in accordance with Clause 104 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.”

**ORDINARY RESOLUTION 5**

**RE-ELECTION OF DIRECTOR**

“THAT Mr. Yeoh Chong Keng, the Director who retiring in accordance with Clause 104 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.”

**ORDINARY RESOLUTION 6**

**RE-APPOINTMENT OF AUDITORS**

“THAT the retiring auditors, Messrs. HLB Ler Lum Chew PLT having indicated their willingness to continue in office, be and is hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that authority be and is hereby given for the Directors to determine their remuneration.”

**SPECIAL BUSINESSES:**

**ORDINARY RESOLUTION 7**

**DECLARATION OF SINGLE TIER FINAL DIVIDEND OF 4.0 SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025**

“THAT a distribution of single tier final dividend of 4.0 sen per ordinary share of the Company for the financial year ended 30 June 2025 be paid out of the profit of the Company on 15 January 2026 to the shareholders whose names appear in the Record of Depositors of the Company on 18 December 2025.

AND THAT the dividend declared shall be exempted from income tax under Paragraph 12B of Schedule 6 to the Income Tax Act, 1967, except in the case of individual shareholders whose gross dividend exceeds RM100,000.00, such individual must declare the dividend income as part of their aggregate income pursuant to Paragraph 6(1) of the Income Tax Act 1967”

**ORDINARY RESOLUTION 8**

**AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued share (excluding treasury shares) of the Company for the time being;

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND FURTHER THAT such authority shall continue to be in force until

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting.”

### **ORDINARY RESOLUTION 9**

#### **PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**

“**THAT** subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (i) the aggregate number of issued shares in the Company (“Shares”) purchased (“Purchased Shares”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

(“Proposed Share Buy-Back”).

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to

deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;
- v. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- viii. To deal with the treasury shares in the manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force."

#### **ORDINARY RESOLUTION 10**

#### **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT approval be and is hereby given for the Proposed Renewal of Shareholders' Mandate for the Company and/or its subsidiaries to enter into the categories of recurrent related party transactions of a revenue or trading nature falling within the nature of transactions set out in Part B of Section 2.6 of the Circular to Shareholders dated 28 October 2025 ("the Circular"), with the related parties falling within the classes of persons set out in Part B of Section 2.5 under the Circular, such transactions are necessary for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business, on terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders.

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:

- i. the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- ii. the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii. revoked or varied by resolution passed by the shareholders in a general meeting."

**20. CLOSURE**

There being no other business, the Chairman thanked the shareholders for their attendance and declared the Meeting closed at 11.05 a.m.

**SIGNED AS A CORRECT RECORD**

**CHAIRMAN**

Date:

**Questions addressed at the AGM**

**A. Questions received before the AGM**

The Company has received the following questions from the shareholders prior to the AGM. The responses from the Management of the Company were as follows:-

i. Shareholder: Poh Yion Son

1. Questions:

Design & Manufacturing has been showing a consistent decline over the past 2 years.

- a. Seeing that this has the highest operating margin, is there any plan to increase this segment further?
- b. Who are the direct customers in these segments?

Answers:

- a. Yes, we are looking for new agents and distributors to expand our institutional supply and export sales.
- b. The direct customers are its related companies under YOCCB Group, local outright customers and overseas agents and distributors.

2. Questions:

- a. Can Management disclose what the “same store sales growth (SSSG)” in the Retail segment is for FY23, FY24 & FY25?
- b. If cannot disclose and is speculated to be in decline, can Management address how to reverse this course?

Answers:

- a. Retail segment profit declined in FYE 2025 due to:
  - i. The Group has opened 5 new shops in FYE 2025, incurring substantial initial costs like counter display cost, advertising, renovation etc. Profit hiccups are expected for new shops during their gestation period.
  - ii. Financial impact from minimum wages during the financial year.
  - iii. Fire incident
- b. Home’s Harmony outlets may not have posted same store sales growth, but all shops recorded sustainable profit.

3. Question:

Normalising the earnings to exclude fire-related impairment costs and insurance income still shows a decline in profitability. Can Management provide the reasons for some of these cost increases?

Answer:

Other factors that affected the Group profit during the year were:

- a. Forex Loss
- b. Allowances of impairment losses on trade receivables
- c. Higher staff costs from additional marketing staff for new shops
- d. Minimum wages Order
- e. Higher rental from new shops

4. Question:

How much PAT margin has been reduced due to 8% SST on commercial rental?

Answer:

SST expansion will have impact on our fully owned shops, warehouses and staff hostel and the financial impact is approximately RM1.5 million a year.

5. Questions:

- a. Kudos to Management on growing e-commerce channels.
- b. Please provide an update on overseas e-commerce arrangements like Amazon, as discussed last year. When can shareholders anticipate the first sale from an overseas e-commerce channel?

Answers:

- a. Thank you.
- b. We are still looking for suitable international e-commerce platforms to market our products in the international marketplace.

6. Question:

As a follow-up to last year's question, competition is indeed increasing, especially from named competitors against Home's Harmony, which may or may not contribute to YOCCB's lower margins. Apart from winning awards, I would appreciate Management's further explanation on how to defend market share and further enhance business prospects.

Answer:

The Management will continue to increase its revenue and profitability for the group, but we do not think that it is appropriate to divulge too much on our detailed business strategy and marketing plan at this juncture.

7. Questions:

- a. From last year's query, it was mentioned that Management made several accounting policy changes to TC Homeplus post-acquisition.
- b. If this is a decision known pre-acquisition, since there's due diligence, it means the adjusted valuation paid is indeed ~26x P/E. Would like Management's justification for this.

Answers:

- a. The change in accounting policy to be in tandem with YOCCB's prudence and conservative accounting policies and caused TC Homeplus to record adverse financial impact were unexpected and inevitable.
- b. The valuation was based on audited financial statement at the material time and PE was determined based on closest-listed companies for which data is publicly available and reliably used by our advisor. Hence, we reckoned that the valuation was fair and reasonable at acquisition.

8. Question:

Then that's the fire incident, which results in impairment of the warehouse. Why there is no impairment on goodwill due to this fire incident, despite CGU assessment.

Answer:

The fire incident damaged the warehouse, contents and inventories and interrupted the operation, but we have put in place all necessary measures and retail operations have since recovered, and the Company business operation is still ongoing.

In view of the above, the CGU is not affected because the 5-year cashflow projections of the company are not materially affected by this incident.

9. Question:  
Why is the revenue growth assumption for CGU now at 4% instead of 5.5% last year.

Answer:

Revenue growth and cash flow projections were determined based on assumptions and expectations of the current market condition, which is expected to be more challenging than previous years.

10. Question:  
The independent directors' view on why the latest change in shareholding of TC Homeplus is allowed to the children of directors from the earlier vendor(s), instead of YOCCB acquiring said shares.

Answer:

One of the founders of TC Homeplus who held 24.6% in TC Homeplus has health issues and wanted to retire. He offered to sell his shares to the existing shareholders including the original shareholders of TC Homeplus and YOCCB in accordance with First Right of Refusal clause in the shareholders' Agreement.

YOCCB opted not to take up the 24.6% because 60% equity interest in TC Homeplus is adequate and doesn't see any synergy effect or added value to acquire more than 60% and the other original shareholders had also opted not to take over the shares.

To ensure the shares did not fall into unfriendly parties or competitors, the Children of the directors decided to buy over the said shares from the retired shareholder.

11. Question:  
It would be good to also hear from Management on a new business case on how RM38 million acquisition price can now be repaid back from business in Singapore as no goodwill impairment decision is usually made from management's cash flow forecast.

Answer:

The unfortunate fire incident has disrupted the business operations, dampened sales, working capital constraint, higher overhead from temporary offices and warehouses while pending insurance payment and the completion of the new warehouse and office.

We believe TC Homeplus will recover from this setback and will put in place all necessary measures to perform even better in coming years.

12. Questions:
- Additionally, please confirm the latest acquisition valuation is no worse than YOCCB's earlier valuation, especially due to the accounting changes made.
  - If it is lower, why is it not YOCCB acquiring these additional shares to lower the purchase price per share?

Answers:

- The latest acquisition was at arm's length and the valuation used same as YOCCB acquisition of 60% equity interest in TC Homeplus.
- We reckoned 60% equity interest in TC Homeplus is adequate and we do not see any additional synergy effect or added value to acquire more than 60%.

13. Questions:
- Lastly, there are significant costs paid in due diligence and to effect the transaction of TC Homeplus by YOCCB. How can these costs be apportioned to the new shareholders?
  - Similar to any corporate guarantees that YOCCB has given, is there a similar guarantee given by the new shareholders in parallel?

Answers:

- The due diligence cost was for the acquisition of TC Homeplus between the original shareholders of TC Homeplus and YOCCB.
- No.

14. Questions:
- Moving forward, if there is a dividend from TC Homeplus, YOCCB will only get 60% while the children of the directors get 24.6%.
  - If there's no such intention, please confirm a mechanism that would prevent such value leakage. Ultimately, please disclose how conflicts of interest can be managed.

Answers:

- Yes, shareholders are rewarded with dividends when a company makes profit.
- All directors and employees of the Group have adhered strictly to the Group's Conflict of Interest policy to avoid any conflict of interest that may arise in the performance of their duties.

15. Question:
- There are 3 directors that continuously did not attend one board meeting these 2 years. Can the Chairman ensure full board attendance moving forward? Especially since there is an increase in directors' remuneration.

Answer:

The Directors have contributed positively to the growth of the group over the years, Occasional absence from the meeting due to circumstances beyond their control is unavoidable. Overall, we are happy with their performance.

16. Question:
- High acquisition price, fire incident and RPT on TC Homeplus. While the first two event/incident cannot be reversed now, I hope my voice here can be heard that the stakes held by the directors' children must be transferred to YOCCB.

Answer:

We reckoned 60% equity interest in TC Homeplus is adequate and we do not see any synergy effect or added value to acquire more than 60%.

17. Question:
- Meanwhile, thank you for the transparency and response these few years and I hope directors and management's reply within would give minority shareholders like me more confidence to continue investing in YOCCB.

Answer:

Thank you and we will continue to strive for sustainable profit growth.

**B. Questions raised and addressed during the AGM**

The following questions were raised by the shareholders and addressed by the Management during the Meeting. The same questions were also asked by the same shareholders prior to the Meeting.

i. Shareholder: Ng Yoong Sang

1. Question:

How many Non-Independent Non-Executive Director in the Company?

Answer:

Mr. Jon Tan responded that the Company has only one (1) Non-Independent Non-Executive Director.

ii. Shareholder: Poh Yion Son

1. Question:

I have asked some questions prior to the Meeting, will the Board answer the questions now?

Answer:

Mr. Jon Tan responded that the Company has received the questions submitted prior to the Meeting and will publish the responses to the questions on the Company's website in due course.

2. Question:

Why were the two non-executive directors absent once in the Board of Directors' Meeting last financial year, what was the reason for their absence?

Answer:

Mr. Jon Tan explained that they were absent from the meeting because of emergency or urgent matters which were inevitable and understandable. The Board will ensure Directors have the option to attend Board Meetings virtually in future if they are unable to attend in person. Overall, the Board is satisfied with their performance.

3. Question:

Why does the Company not own 100% of TC Homeplus?

Answer:

Mr. Jon Tan responded that YOOCB reckoned that 60% equity interest in TC Homeplus is adequate and does not see any synergy effect or added value to acquire more than 60%.