



YONG TAI

永大集团

YONG TAI BERHAD

(Registration No. 199401025505 (311186-T))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Yong Tai Berhad (“YTB” or the “Company”) will be conducted fully virtual from the online meeting platform at <https://bit.ly/3A00a32> provided by Niche & Milestones International Sdn Bhd on Friday, 15 July 2022 at 10.30 a.m. for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED CONSOLIDATION OF EVERY 5 EXISTING ORDINARY SHARES IN YTB (“YTB SHARE(S)” OR “SHARE(S)”) INTO 1 YTB SHARE (“CONSOLIDATED SHARE(S)”) HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED SHARE CONSOLIDATION”)

“THAT subject to the approvals of the relevant authorities and/or parties having been obtained (where required), approval be and is hereby granted to the Company to consolidate every 5 existing YTB Shares held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board of Directors of the Company (“Board”) into 1 Consolidated Share and that such Consolidated Shares shall rank pari passu in all respects with one another;

THAT the fractional entitlements for the Consolidated Shares arising from the Proposed Share Consolidation, if any, shall be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things (including executing such documents as may be required) in the said connection and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to implement, finalise and give full effect to the Proposed Share Consolidation with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant regulatory authorities.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 103,098,378 FREE WARRANTS IN YTB (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 4 CONSOLIDATED SHARES HELD BY ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)

“THAT subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained for the Proposed Bonus Issue of Warrants, and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Board to issue up to 103,098,378 Warrants on the basis of 1 Warrant for every 4 Consolidated Shares to the shareholders of the Company who are registered as a member and whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined by the Board and announced by the Company at a later date in accordance with the provisions of the deed poll constituting the Warrants to be executed by the Company (“Deed Poll”);

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequences of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to do all acts, deeds and things as they may deem fit and/or expedient in order to implement, finalise and give effect to the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of Warrants in accordance with the provisions of the Deed Poll and when required, to adjust the exercise price and/or the number of the Warrants to be issued (including, without limitation, any additional Warrant as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provision of the Deed Poll;

THAT the new YTB Shares shall, upon allotment and issuance, carry the same rights in all respects with the existing YTB Shares, save and except that the new YTB Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid to the shareholders, the entitlement date of which precedes the date of allotment and issuance of the new YTB Shares;

THAT the fractional entitlements arising from the Proposed Bonus Issue of Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit, expedient and in the best interest of the Company.

THAT the proceeds arising from the exercise of the Warrants, if any, be utilised for the purposes set out in the circular to the shareholders of the Company dated 30 June 2022 (“Circular”) in relation to the Proposed Bonus Issue of Warrants, and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

AND THAT the Board be and is hereby authorised to sign and execute all documents and take all necessary steps to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

ORDINARY RESOLUTION 3

PROPOSED SETTLEMENT OF AN AGGREGATE AMOUNT OF RM46,000,000 DEBT OWING TO CREDITORS (“CREDITOR(S)”) BY THE COMPANY AND/OR ITS SUBSIDIARIES (“YTB GROUP”), VIA THE ISSUANCE OF 92,000,000 NEW YTB SHARES (“PROPOSED CREDITORS SETTLEMENT”)

“THAT subject to all the approvals and consents being obtained from all relevant authorities and/or parties (where applicable), including but not limited to the approval by Bursa Malaysia Securities Berhad for the listing and quotation of 92,000,000 new YTB Shares (“Settlement Shares”) at an issue price of RM0.50 each, the Board be and is hereby authorised to allot and issue the Settlement Shares in the manner and subject to the terms and conditions contained in the Debt Settlement Agreements entered into with the Creditors of YTB Group.

THAT the Settlement Shares to be issued to the Creditors of YTB Group, shall upon allotment and issuance, rank pari passu in all respects with the then existing YTB Shares, save and except that the new YTB Shares shall not be entitled to any dividends, allotments and/or other distributions, the entitlement date of which is prior to the date of issuance and allotment of Settlement Shares.

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Debt Settlement to Creditors of YTB Group in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board.”

BY ORDER OF THE BOARD OF YONG TAI BERHAD

WONG YOUN KIM (F) (MAICSA 7018778) (SSM PC No. 201908000410)
LEE CHIN WEN (F) (MAICSA 7061168) (SSM PC No. 202008001901)

Company Secretaries

Selangor Darul Ehsan
30 June 2022

Notes:-

- (i) Pursuant to Section 334 of the Companies Act 2016, a member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- (ii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the registered office of the Company at B-25-2, Block B, Jaya One, No. 72A, Jalan Prof Diraja Ungku Aziz, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting.
- (iii) A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- (iv) Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint only one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (v) If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
- (vi) Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- (vii) In respect of deposited securities, only members whose names appear on the Record of Depositors on 6 July 2022 shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- (viii) Pursuant to Clause 66 of Constitution of the Company and Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by way of poll.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, speak and vote at the Company’s 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) for the purpose of the processing and administration by the Company (or its agents) 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) 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), 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) 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.