



YONG TAI

永大集团

YONG TAI BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth Annual General Meeting of the Company will be held at Encore Melaka - Admiral Hall, No. 3, Jalan KSB – Impression 8, Impression City @ Kota Syahbandar, 75200 Melaka on Wednesday, 22 November 2023 at 10.00 a.m. to transact the following:

AGENDA

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| 1. To receive the Directors' Report and Audited Financial Statements for the financial year ended 30 June 2023 together with the Auditors' Report thereon. | [Please refer to Note A] |
| 2. To approve the payment of Directors' Fees amounting to RM665,000 and benefits of RM6,100 in respect of the financial year ended 30 June 2023. | Resolution 1 |
| 3. To approve the payment of Directors' Fees and benefits up to an amount not exceeding RM900,000 for the financial year ending 30 June 2024 and up to the date of the next Annual General Meeting of the Company. | Resolution 2 |
| 4. To re-elect the following Directors, who shall retire by rotation in accordance with Clause 81 of the Company's Constitution and being eligible, offer themselves for re-election: | |
| i. Mr. Subramaniam A/L A.V. Sankar | Resolution 3 |
| ii. Datuk Ng Bee Ken | Resolution 4 |
| 5. To re-elect the following Directors, who shall retire by rotation in accordance with Clause 86 of the Company's Constitution and being eligible, offer themselves for re-election: | |
| i. Dato' Leong Sir Ley | Resolution 5 |
| ii. Mr. See Tai Soon | Resolution 6 |
| iii. Mr. Leong Sir Chin | Resolution 7 |
| iv. Mr. Leou Thiam Lai | Resolution 8 |
| 6. To re-appoint Messrs. RSM Malaysia PLT as Auditors of the Company for the financial year ending 30 June 2024 and to authorise the Board of Directors to fix their remuneration. | Resolution 9 |

As Special Business

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| 7. Ordinary Resolution
Authority to Allot and Issue Shares Pursuant to Sections 75 & 76 of The Companies Act, 2016 | Resolution 10 |
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"THAT subject to the Companies Act, 2016, the Constitution of the Company and the approvals of the Securities Commission, Bursa Malaysia Securities Berhad and other relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Section 75 & 76 of the Companies Act, 2016 to allot and issue shares in the Company from time to time 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 issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued share capital of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval for the listing and quotation of the additional shares so issued on the Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

THAT pursuant to Section 85 of the Companies Act, 2016, read together with Clauses 5 and 50 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares pursuant to Sections 75 & 76 of the Companies Act, 2016."

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| 8. Ordinary Resolution
Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature | Resolution 11 |
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"THAT subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant statutory and/or regulatory requirements, the Company be authorised, to the fullest extent permitted by law, to enter into and to give effect to the specified Recurrent Related Party Transactions of a revenue or trading nature with the Related Parties as set in Circular to Shareholders dated 24 October 2023 which are necessary for its day-to-day operations, to be entered into by the Company on the basis that these transactions are entered into on transaction prices and terms which are not more favorable to the Related Parties than generally available to the public and are not detrimental to the minority shareholders of the Company;

THAT the Proposed Shareholders' Mandate is subject to annual renewal. AND THAT any authority conferred by the Proposed Shareholders' Mandate, shall only continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed, at which time the authority will lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions; or
 - (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but shall 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 Company in general meeting;
- whichever occurs first.

AND FURTHER THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Shareholders' Mandate."

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| 9. Ordinary Resolution
Proposed Continuation in Office of Mr. Subramaniam A/L A.V. Sankar as Independent Non-Executive Director | Resolution 12 |
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THAT authority be and is hereby given to Mr. Subramaniam A/L A.V. Sankar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company."

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| 10. To transact any other business for which due notice has been given. | |
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By Order of the Board

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

24 October 2023

Notes:

1. Depositors whose names appear in the Record of Depositors as at 14 November 2023 shall be regarded as members of the Company entitled to attend, speak and vote at the Annual General Meeting.
2. A member of the Company entitled to attend and vote at the Meeting may appoint more than one (1) proxy to attend and vote at the Meeting. A proxy may but need not be a member of the Company.
3. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
4. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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 the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. If more than one (1) proxy is appointed, the appointment shall be invalid unless the exempt authorised nominee specifies the number of shares to be represented by each proxy.
5. The Proxy Form shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
6. The Proxy Form must 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 Forty-Eight (48) hours before the time for holding the Meeting or any adjournment thereof.
7. Pursuant to Clause 66 of Constitution of the Company, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Notes:

- i. **Note A - Audited Financial Statement for the financial year ended 30 June 2023**
The Agenda No. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence this agenda item is not put forward for voting.
- ii. **Resolution 10**
Ordinary Resolution – Authority to Allot and Issue Shares Pursuant to Sections 75 & 76 of The Companies Act, 2016
The proposed Ordinary Resolution 10, if passed, will give the Directors of the Company, from the date of this Annual General Meeting, authority to allot and issue not more than ten per centum (10%) of the total issued share capital of the Company pursuant to Sections 75 and 76 of the Companies Act, 2016. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. The Company did not issue any shares pursuant to the mandate granted last year. Nevertheless, the renewal of the mandate is sought to avoid any delay and cost involved in convening a general meeting to approve such issue of shares.
THAT pursuant to Section 85 of the Companies Act, 2016, read together with Clauses 5 and 50 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares pursuant to Sections 75 & 76 of the Companies Act, 2016.
- iii. **Resolution 11**
Ordinary Resolution – Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
The proposed Ordinary Resolution 11 if passed, will empower the Company and its subsidiaries ("the Group") to enter into Recurrent Related Party Transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the ordinary course of business and on terms which are not more favorable to the Related Parties than generally available to the public and are not detrimental to the minority shareholders of the Company.
Further information on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions is set out in the Circular to Shareholders of the Company dated 24 October 2023.
- iv. **Resolution 12**
Ordinary Resolution – Proposed Continuation in Office of Mr. Subramaniam A/L A.V. Sankar as Independent Non-Executive Director
In line with the Malaysian Code on Corporate Governance, the Board of Directors has assessed the independence of Mr. Subramaniam A/L A.V. Sankar, who has served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years and the Board has recommended him to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:
 - (i) Mr. Subramaniam A/L A.V. Sankar has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities, and hence, he would be able to provide an element of objectivity, independent judgement and balance to the Board;
 - (ii) His length of services on the Board of more than nine (9) years does not in any way interfere with his exercise of objective judgement or their ability to act in the best interests of the Company and Group. In fact, Mr. Subramaniam A/L A.V. Sankar, has been with the Company for more than nine (9) years, is familiar with the Group's business operations and have devoted sufficient time and commitment to his role and responsibilities as an Independent Director for informed and balance decision making; and
 - (iii) He has exercised due care during his tenures as Independent Director of the Company and has discharged his duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision making in the interest of the Company and its shareholders.