

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-third Annual General Meeting of the Company will be conducted virtually through live streaming via a remote participation and voting facilities at the Broadcast Venue, Level 23, Menara LGB, No. 1, Jalan Wan Kadir, Taman Tun Dr. Ismail, 60000 Kuala Lumpur on Tuesday, 21 May 2024 at 9:30 a.m. for the following purposes: -

**AGENDA  
AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements of the Company and its Group for the financial year ended 31 December 2023 and the Reports of the Directors and the Auditors thereon. (Please refer to Note 2)
- To approve the payment of Directors' fees and benefits for the financial year ended 31 December 2023 amounting to RM959,050.00. **(ORDINARY RESOLUTION 1)**
- To approve the payment of dividend comprising the following for the financial year ended 31 December 2023:- **(ORDINARY RESOLUTION 2)**
  - final ordinary dividend (single-tier) of 8.0 sen per ordinary share; and
  - final special dividend (single-tier) of 3.0 sen per ordinary share
- To re-elect the following Directors retiring in accordance with the Company's Constitution:- **(ORDINARY RESOLUTION 3)**
  - Dato' Dr. Lee Fang Hsin – Clause 78 **(ORDINARY RESOLUTION 4)**
  - Mr. Chin Chew Mun – Clause 78 **(ORDINARY RESOLUTION 5)**
  - Puan Hasnah Binti Ismail – Clause 78 **(ORDINARY RESOLUTION 6)**
  - Mr. Lee Sen Huei – Clause 79 **(ORDINARY RESOLUTION 7)**
- To re-appoint Messrs. KPMG PLT as Auditors and to authorise the Board of Directors to fix their remuneration. **(ORDINARY RESOLUTION 7)**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following Resolutions: -

- AUTHORITY TO ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS** **(ORDINARY RESOLUTION 8)**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals from the relevant governmental /regulatory authorities, the Directors be and are hereby empowered to allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of submission and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 8 of the Company's Constitution, approval be and is hereby to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Sections 75 and 76 of the Companies Act 2016."
- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR RRPT 1 TO RRPT 6 AND RRPT 8 TO RRPT 11** **(ORDINARY RESOLUTION 9)**

**PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR RRPT 7** **(ORDINARY RESOLUTION 10)**

"THAT approval be hereby given to the Company and/or its subsidiaries ("Group") to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 1.4 of the Circular to Shareholders dated 23 April 2024 ("Circular") which are necessary for the Group's day-to-day operations provided such transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not detrimental to minority shareholders and such approval shall continue to be in force until:-

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

AND THAT, the Directors of the Company be and hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Mandate."
- To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By Order of the Board,

**LIM SECK WAH (MAICSA 0799845)**  
**SSM PC NO. 202008000054**  
**KONG MEI KEE (MAICSA 7039391)**  
**SSM PC NO. 202008002882**

Company Secretaries

Dated this 23 April 2024  
Kuala Lumpur

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders, the dividend comprising the following for the financial year ended 31 December 2023 will be paid on 22 July 2024 to depositors registered in the Record of Depositors at the close of business on 25 June 2024: -

- final ordinary dividend (single-tier) of 8.0 sen per ordinary share; and
- final special dividend (single-tier) of 3.0 sen per ordinary share

A depositor shall qualify for the entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4:30 p.m. on 25 June 2024 in respect of ordinary transfer;
- Shares bought on the Exchange on a cum entitlement basis according to the Rules of the Exchange.

Notes:

- The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. No shareholders/ proxies from the public will be physically present at the meeting venue. Shareholders who wish to participate the meeting will therefore have to register via the link <https://vps.megacorp.com.my/vdusOq>. Kindly refer to the annexure of the Administrative Notes for further information.
- The Audited Financial Statements are for discussion only as the Company's Constitution provides that the audited financial statements are to be laid in the general meeting.
- For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 14 May 2024. Only a depositor whose name appears on the Record of Depositors as at 14 May 2024 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
- A member entitled to attend, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, speak and vote in his/her stead. All voting will be conducted by way of poll pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities.
- Where a member appoints two (2) proxies to attend at the same meeting, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- (i) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 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.  
(ii) Where a member of the Company 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Company Secretary's office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to [AGM-support.YSP@megacorp.com.my](mailto:AGM-support.YSP@megacorp.com.my) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. You also have the option to register directly at <https://vps.megacorp.com.my/vdusOq> to submit the proxy appointment electronically not later than 19 May 2024 at 9:30 a.m. For further information on the electronic submission of Form of Proxy, kindly refer to the annexure of the Administrative Notes.
- Explanatory Notes on Special Business**
  - The profiles of Directors seeking re-election are set out in the Board of Directors' Profiles section of the Company's Annual Report 2023.  
The Board, on the recommendation of the Nomination Committee, supported the re-election of the retiring Directors. The Board and the Nomination Committee had reviewed the assessment results of the board evaluation exercise conducted for the financial year ended 31 December 2023 with reference to the Directors' Fit and Proper Policy and were satisfied with the performance and contributions of the retiring Directors that they had effectively discharged their duties and responsibilities well.
  - The proposed Ordinary Resolution 8 is to give mandate to the Board of Directors of the Company the flexibility to allot new shares in the Company up to an amount not exceeding in total 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.  
The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/ diversification proposals involves the allotment of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the allotment of new shares even though the number involved may be less than 10% of the total number of issued shares.  
In order to avoid any delay and costs involved in convening a general meeting to approve such allotment of shares, it is thus considered appropriate that the Directors be empowered to allot shares in the Company, up to any amount not exceeding in total 10% of the total number of issued shares of the Company at the time of submission, for such purposes. The renewed authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.  
The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the mandate.  
No shares have been issued and allotted by the Company since obtaining the said mandate from its shareholders at the last Annual General Meeting on 23 May 2023.
  - The proposed Ordinary Resolutions 9 and 10, if passed, will mandate the Company to enter into the categories of recurrent transactions of a revenue or trading nature with those related parties specified in Section 1.4 of the Circular to Shareholders dated 23 April 2024.



**YSP SOUTHEAST ASIA HOLDINGS BERHAD**  
Registration No. 200101017024 (552781-X)  
(Incorporated in Malaysia)



**ADMINISTRATIVE NOTES  
FOR THE TWENTY-THIRD ANNUAL GENERAL MEETING (“23RD AGM”)**

Date : **Tuesday, 21 May 2024**  
Time : **9:30 a.m.**  
Broadcast Venue : **Level 23, Menara LGB, No. 1, Jalan Wan Kadir, Taman Tun Dr. Ismail, 60000 Kuala Lumpur**

**Voting via Digital Ballot Form at a Virtual 23rd AGM**

1. Shareholders who wish to participate at the virtual **23rd AGM** will have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/ydusOq> (please refer to para 4 for further details). After the registration is validated and accepted, shareholders will receive an email for the meeting link to grant access to the **Digital Ballot Form (“DBF”)**.
2. With the DBF and meeting link, you may exercise your right as a shareholder of the Company to participate and vote during the **23rd AGM**, at the comfort of your home or from any location.
3. Shareholders may use the *Questions’ Pane* facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions before the meeting via email to the following e-mail address in relation to the agenda items for the **23rd AGM**:  
[AGM-support.YSP@megacorp.com.my](mailto:AGM-support.YSP@megacorp.com.my)

**Registration Procedure**

4. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Live-Streaming session to participate and vote remotely at the **23rd AGM** online:
  - (a) Open this link <https://vps.megacorp.com.my/ydusOq>, or scan the QR code at the top right corner of this document, and submit all requisite details at least twenty-four (24) hours before the **23rd AGM**.
  - (b) Only shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the **23rd AGM**.
  - (c) Alternatively, you may deposit your Form of Proxy, duly completed with the proxy's email address and mobile phone number, at the office of the Poll Administrator at least forty-eight (48) hours before the **23rd AGM**:

**Mega Corporate Services Sdn. Bhd.**

Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan **or**;

Submit via e-mail to:

[AGM-support.YSP@megacorp.com.my](mailto:AGM-support.YSP@megacorp.com.my)

- (d) For corporate shareholders / nominee accounts, please execute Form of Proxy as per step (c) above.
- (e) Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
  - i. **Meeting Link** – for the Live-Streaming Session
  - ii. **DBF** – for Voting Purposes

#### **Record of Depositors (“ROD”) for the 23rd AGM**

- 5. The date of ROD for the **23rd AGM** is Tuesday, 14 May 2024. As such, only shareholders whose names appear in the ROD shall be entitled to participate and vote at the **23rd AGM** or appoint proxy(ies) / corporate representative(s) to participate and vote on his / her behalf.

#### **Poll Voting**

- 6. The voting of the **23rd AGM** will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. as the Scrutineers to verify the poll results.
- 7. Shareholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon the voting session for the **23rd AGM** is ended, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolutions.

#### **Enquiry**

If you have any enquiries on the above, please contact the Poll Administrator during office hours (Monday to Friday):

#### **Mega Corporate Services Sdn. Bhd.**

Email : [AGM-support.YSP@megacorp.com.my](mailto:AGM-support.YSP@megacorp.com.my)  
Tel : +60 (3) 2694 8984  
Benjamin Teow : +60 (17) 6119666  
Vinoos : +60 (16) 9699220