

**YLI HOLDINGS BERHAD**  
(Company No. 367249-A)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Seventeenth Annual General Meeting of **YLI Holdings Berhad** will be held at the Hall of Fame, Level 1, Hard Rock Hotel, Batu Ferringhi Beach, 11100 Penang on Thursday, 27 September 2012 at 11.30 a.m.

**A G E N D A**

1. To receive the Audited Financial Statements for the financial year ended 31 March 2012 together with the Reports of the Directors and Auditors thereon. Please refer to Note A

**AS ORDINARY BUSINESS**

2. To re-elect Academician Datuk Prof Ir (Dr) Hj Ahmad Zaidee bin Laidin who retires in accordance with Article 84 of the Company's Articles of Association. (Resolution 1)
3. To re-appoint Messrs PricewaterhouseCoopers as Auditors and to authorise the Directors to determine their remuneration. (Resolution 2)

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass with or without modifications the following Resolutions:-

**Ordinary Resolutions**

4. To approve the Directors' fees of RM58,000 for the financial year ended 31 March 2012. (Resolution 3)
5. Proposed renewal of the authority for the purchase of the Company's own ordinary shares of RM1.00 each of up to ten per centum (10%) of the Company's issued and paid-up share capital (Resolution 4)
- "THAT, subject to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Directors of the Company be and are hereby unconditionally and generally authorised to make purchases of ordinary shares of RM1.00 each in the Company's issued and paid-up share capital through Bursa Securities at anytime and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, subject further to the following:-

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**Ordinary Resolutions**

- (i) the maximum number of ordinary shares which may be purchased and/or held by the Company shall be ten per centum (10%) of the issued and paid-up ordinary share capital of the Company at the point of purchase (“YLI Shares”);
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the YLI Shares shall not exceed the share premium account of the Company amounting to RM7,208,014 as at 31 March 2012;
- (iii) the authority conferred by this resolution shall commence upon the passing of this ordinary resolution and will continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company (at which time it shall lapse unless by ordinary resolution passed at that meeting the authority is renewed, either unconditionally or subject to conditions), or unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting or the expiration of the period within which the next AGM is required by law to be held, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company made before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements of Bursa Securities or any other relevant authority; and
- (iv) upon completion of the purchase(s) of the YLI Shares by the Company, the Directors of the Company be hereby authorised to deal with the YLI Shares in the following manner:-
  - a. cancel the YLI Shares so purchased; or
  - b. retain the YLI Shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resale on the market of Bursa Securities and/or for cancellation subsequently; or
  - c. retain part of the YLI Shares so purchased as treasury shares and cancel the remainder;

and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force;

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AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient and to enter into any agreements, arrangements and guarantees with any party or parties to implement or to effect the purchase(s) of the YLI Shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required by the relevant authorities.”

**Special Resolution**

6. Proposed Amendments to the Articles of Association (Resolution 5)
- “THAT the proposed amendments to the Articles of Association of the Company as contained in the Appendix 1 attached to the Agenda of the Annual Report 2012 be hereby approved.”
7. To transact any other business of which due notice shall have been received.

By Order of the Board

**MOLLY GUNN CHIT GEOK (MAICSA 0673097)**  
Company Secretary

Penang

Date: 5 September 2012

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**Note A**

This Agenda item is meant for discussion only as the provision of Section 169 (1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence is not put forward for voting.

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies (who need not be members of the Company) to attend and vote on his behalf.
2. Where a member appoints two proxies, the appointments shall be invalid unless the percentage of the holding to be represented by each proxy is specified.
3. Where a member of the Company 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.
4. 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.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy or proxies must be deposited at the Company's Registered Office at 2579 Lorong Perusahaan 10, Prai Industrial Estate, 13600 Prai, Pulau Pinang not less than 48 hours before the time set for the meeting.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting in accordance with Section 147 of the Companies Act, 1965.
8. Only members registered in the Record of Depositors as at 20 September 2012 shall be eligible to attend the meeting or appoint proxies and vote on their behalf.

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**EXPLANATORY NOTES ON SPECIAL BUSINESS**

1. **Resolution 3 – To approve the Directors' fees of RM58,000 for the financial year ended 31 March 2012**

The proposed Ordinary Resolution 3, if passed, will authorise the payment of the Directors' fees for the financial year ended 31 March 2012 amounting to RM58,000.

2. **Resolution 4 – Proposed renewal of the authority for the purchase of the Company's own ordinary shares of RM1.00 each of up to ten per centum (10%) of the Company's issued and paid-up share capital**

The proposed Ordinary Resolution 4, if passed, will empower the Company to purchase and/or hold up to ten per centum (10%) of the issued and paid-up share capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. For further information, please refer to the Statement to Shareholders dated 5 September 2012.

3. **Resolution 5 – Proposed Amendments to the Articles of Association**

The proposed Special Resolution, if passed will give authority to amend its Articles of Association to be aligned with the recent amendments to the Main Market Listing Requirements of Bursa Securities.

## Appendix 1

### Proposed Amendments to the Articles of Association of YLI Holdings Berhad

ARTICLE	EXISTING PROVISIONS	AMENDED PROVISIONS
2	New definition	“Share Issuance Scheme” means a scheme involving a new issuance of shares to the employees.
To amend Article 8(a)	No director shall participate in an issue of shares or options solely to employees of the Company unless shareholders in general meeting have approved of the specific allotment to be made to such director. A director may so participate in an issue of shares pursuant to a public offer or a public issue.	No director shall participate in an issue of shares or options solely to employees of the Company or a Share Issuance Scheme unless shareholders in general meeting have approved of the specific allotment to be made to such director. A director may so participate in an issue of shares pursuant to a public offer or a public issue.
To amend Article 8(b)	Every issue of shares or options to employees of the Company shall be subject to the approval of shareholders.	Every issue of shares or options to employees of the Company or a Share Issuance Scheme shall be subject to the approval of shareholders.
To amend Article 70	A holder may appoint not more than two proxies to attend at the same meeting. Where a holder appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.	A member may appoint not more than two proxies to attend at the same meeting. Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
To insert new Article 70(a)	None	<p>Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.</p> <p>An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.</p>

## Appendix 1

<p>To amend Article 75</p>	<p>A proxy shall be entitled to vote on a show of hands on any question at any general meeting, notwithstanding any provision to the contrary in the Act.</p>	<p>A proxy shall be entitled to vote on a show of hands on any question at any general meeting, notwithstanding any provision to the contrary in the Act.</p> <p>A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.</p>
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