

YNH PROPERTY BHD (561986-V)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of the Company will be held at Lead View Hotel, 2479, Jalan Dato' Yu Neh Huat, Taman Samudera, 32040 Sri Manjung, Perak Darul Ridzuan, Malaysia on Friday, 28 June 2013 at 11.45 a.m.

AGENDA

1. To receive the Audited Financial Statements for the year ended 31 December 2012, together with the Directors' and Auditors' Reports thereon.
2. To sanction the declaration of a final dividend of 2.5% single tier in respect of the year ended 31 December 2012.
3. To approve payment of Directors' Fees of RM132,000 in respect of the year ended 31 December 2012.
4. To re-elect the following Director retiring pursuant to the Articles of Association of the Company:
Ching Nye Mi @ Chieng Ngie Chay
5. To consider and if thought fit, pass a resolution pursuant to Section 129(6) of the Companies Act, 1965 to re-appoint Dato' Robert Lim @ Lim Git Hooi, DPMP, JP as a Director of the Company to hold office until the next Annual General Meeting of the Company.
6. To re-appoint Messrs Baker Tilly AC (formerly known as Moore Stephens AC) as the Company's Auditors and to authorise the Board of Directors to fix their remuneration.
7. To transact any other business appropriate to an Annual General Meeting.
8. As Special Business:
To consider and, if thought fit, pass the following Resolutions:

**Ordinary Resolution No. 1 -
Proposed Renewal of Share Buy Back Authority**

"That, subject to the Companies Act, 1965, the provisions of the Company's Memorandum and Articles of Association, the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorized, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM1.00 each 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 interests of the Company ("the Proposed Share Buy Back") provided that:-

- i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- ii) the maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy Back shall not exceed the sum of the Retained Profits and/or the Share Premium Accounts of the Company based on its latest audited financial statements available up to the date of a transaction pursuant to the Proposed Share Buy Back. As at 31 December 2012, the audited Retained Profits and Share Premium Account of the Company were RM6,987,478 and RM37,478,176 respectively; and

- iii) the shares purchased by the Company pursuant to the Proposed Share Buy Back may be dealt with in all or any of the following manner (as selected by the Company):-
 - a) the shares so purchased may be cancelled; and/or
 - b) the shares so purchased may be retained in treasury for distribution as dividend to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or
 - c) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled.

And that any authority conferred by this resolution may only continue to be in force until:

- i) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

And that authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company and the Main LR and/or guidelines of the Bursa Securities and all other relevant governmental and/or regulatory authorities.”

Ordinary Resolution No. 2 -

Proposed Renewal of Shareholders’ Mandate and New Shareholders’ Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature

“That, subject to the Companies Act, 1965 (“Act”), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or person connected with Directors and/or major shareholders of the Company and/or its subsidiary companies (“Related Parties”) as specified in Section 6.2 of the Circular to Shareholders dated 5 June 2013, provided that such arrangements and/or transactions are:

- i) recurrent transactions of a revenue or trading nature;
- ii) necessary for the day-to-day operations;
- iii) carried out on an arm’s length basis, in the ordinary course of business and on normal commercial terms which are not more favorable to the Related Parties than those generally available to the public; and
- iv) are not to the detriment of the minority shareholders.

And that the shareholders' mandate, unless revoked or varied by the Company in a general meeting, shall take effect from the date of the passing of this Ordinary Resolution and will continue in force until:

- i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless authority is renewed by a resolution passed at the next Annual General Meeting;
- ii) the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- iii) revoked or varied by resolution passed by shareholders in a general meeting before the next Annual General Meeting.

whichever is earlier.

And that the Directors of the Company be authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the Mandate.”

**Special Resolution -
Proposed Amendments to the Company's Articles of Association**

“That, the deletions, alteration, modifications and additions to the Company's Articles of Association as set out in Appendix II of the Circular to Shareholders dated 5 June 2013 be approved.”

By Order of the Board

**CHAN YOKE YIN
CHENG GHEE CHENG
CHIEW CINDY**

Company Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia
5 June 2013

NOTE:

- a) A member entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend, speak and vote instead of him.
- b) A proxy may but need not be a member of the Company and there shall be no restriction as the qualification of the proxy.
- c) 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.
- d) Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- e) The instrument appointing a proxy must be deposited at the registered office of the Company, 55, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting.
- f) Depositors who appear in the Record of Depositors as at 24 June 2013 shall be regarded as Member of the Company entitled to attend the Eleventh Annual General Meeting or appoint one or two proxies to attend, speak and vote on his behalf.

EXPLANATORY NOTES TO SPECIAL BUSINESS

- 1) **Ordinary Resolution No. 1 -
Proposed Renewal of Share Buy Back Authority**
Further information on the above Ordinary Resolution is set out in the Circular to Shareholders of the Company.
- 2) **Ordinary Resolution No. 2 -
Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature**
Further information on the above Ordinary Resolution is set out in the Circular to Shareholders of the Company.
- 3) **Special Resolution - Proposed Amendments to the Articles of Association**
Further information on the above Special Resolution is set out in the Circular to Shareholders of the Company.

2012 ANNUAL REPORT

The 2012 Annual Report is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholders within 4 market days from the date of receipt of the request. Shareholders who wish to receive the printed copy of the Annual Report and who require assistance with the viewing of the CD-ROM, kindly contact Madam Cheng at Tel. No.: 605-5451945