



YKGI HOLDINGS BERHAD (032939-U)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Eighth Annual General Meeting of YKGI Holdings Berhad will be held at the Meeting Room, 3rd Floor, Wisma YKGI, Lot 6472, Lorong Sg. Puloh/KU06, Kawasan Perindustrian Sungai Puloh, 42100 Klang, Selangor Darul Ehsan on Tuesday, 30 June 2015 at 3:00 pm to transact the following businesses: -

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 and the Reports of Directors' and Auditors' Report thereon. **(Please refer to Explanatory Note A)**
2. To re-elect the following Directors, who retire in accordance with Article 103 of the Company's Articles of Association and, being eligible, have offered themselves for re-election:
 - (i) Mr. Fong Yoo Kaw @ Fong Yee Kow
 - (ii) Mr. Liew Jee Min @ Chong Jee Min
 - (iii) Mr. Francis Hii Lu Sheng**RESOLUTION 1
RESOLUTION 2
RESOLUTION 3**
3. To appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **RESOLUTION 4**

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass the following Ordinary Resolutions: -
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 **RESOLUTION 5**

"THAT pursuant to Section 132D of the Companies Act, 1965 ("the Act") and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to 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 10% of the issued share capital of the Company for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

5. **PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("SHAREHOLDERS' MANDATE")** **RESOLUTION 6**

"THAT approval be and is hereby given to the Company and its subsidiaries ("YKGI Group") to enter into any of the category of related party transactions which are recurrent, of a revenue or trading nature and are necessary for day-to-day operations of YKGI Group as described in Item 3(b) (pages 4 to 12) of the Circular to Shareholders dated 28 May 2015 ("Circular"), with the specific related parties mentioned therein subject further to the following:

- (i) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the interest of the minority shareholders; and
- (ii) disclosure is made in the annual report a breakdown of the aggregate value of the transactions conducted pursuant to the Shareholders' Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Main Market Listing Requirements, and amongst others based on the following information:
 - the type of the recurrent related party transactions made; and
 - the names of the related party involved in each type of the recurrent related party transactions made and their relationship with the Company.

AND THAT such approval will continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed;
 - (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") [but must 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 the shareholders in general meeting,
- whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorized to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

6. To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Articles of Association and the Act.

BY ORDER OF THE BOARD
SIEW SUET WEI (MAICSA NO. 7011254)
IR MICHAEL HII EE SING (LS 000872)
Company Secretaries

Klang, Selangor
Date: 28 May 2015

NOTES :

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. To be valid, the form of proxy, duly completed must be deposited at the Registered office of the Company at Wisma YKGI, Lot 6472, Lorong Sg. Puloh/KU06, Kawasan Perindustrian Sungai Puloh, 42100 Klang, Selangor Darul Ehsan not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. A member of the Company entitled to attend and vote at this Annual General Meeting ("AGM") shall not be entitled to appoint more than two (2) proxies 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.
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 authorized nominee may appoint in respect of each omnibus account it holds. An exempt authorized nominee refers to an authorized 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.
5. If the appointer is a corporation, the form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. A depositor whose name appears in the Record of Depositors as at 24 June 2015 shall be regarded as a member of the Company entitled to attend this AGM or appoint proxy(ies) to attend and vote on his/her behalf.

EXPLANATORY NOTE A

This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require the approval of the shareholders. As such, this matter will not be put forward for voting.

EXPLANATORY NOTE TO SPECIAL BUSINESS

(a) RESOLUTION 5

The proposed Resolution 5, if passed, is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. This authority, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting.

The general mandate sought for the issue of shares is a renewal of the mandate that was approved by the shareholders at the Company's AGM held on 29 May 2014 ("AGM 2014"). The Company did not utilize the mandate that was approved at the AGM 2014.

The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

(b) RESOLUTION 6

The proposed Resolution 6, if passed, will authorise the Company and each of its subsidiaries to enter into recurrent related party transactions of a revenue or trading in nature with mandated related parties which are necessary for the Group's day-to-day operations and are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. The details of the proposal are set out in Item 3(b) (pages 4 to 12) of the Circular to Shareholders dated 28 May 2015 ("Circular"), which is dispatched together with the Company's 2014 Annual Report.

STATEMENT ACCOMPANYING NOTICE OF 38TH ANNUAL GENERAL MEETING
(pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)
There is no individual who is seeking for election as a Director (excluding directors standing for a re-election).