

**Y.S.P. SAH<sup>TM</sup>**  
**Y.S.P. SOUTHEAST ASIA HOLDING BHD.**  
(Company No. 552781 X)  
Incorporated in Malaysia

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fourteenth Annual General Meeting of the Company will be held at the Putrajaya Ballroom 1, Level 3, Putrajaya Marriott Hotel, IOI Resort City, 62502 Sepang Utara, Malaysia on Monday, 29<sup>th</sup> June 2015 at 9.30 a.m. for the following purposes:-

**AGENDA  
AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements of the Company and its Group for the financial year ended 31<sup>st</sup> December 2014 and the Reports of the Directors and the Auditors thereon. (Please refer to Note 1)
2. To approve the payment of Directors' Fees for the financial year ended 31<sup>st</sup> December 2014. **(ORDINARY RESOLUTION 1)**
3. To approve the payment of first and final single tier dividend of 6.5 sen per ordinary share of RM1.00 each for the financial year ended 31<sup>st</sup> December 2014. **(ORDINARY RESOLUTION 2)**
4. To re-elect the following Directors retiring in accordance with Article 85 of the Company's Articles of Association:  
(i) Datuk Dr. Anis Bin Ahmad **(ORDINARY RESOLUTION 3)**  
(ii) Dato' Dr. Lee Fang Hsin **(ORDINARY RESOLUTION 4)**  
(iii) Dr. Lee Fang Chuan @ Lee Fang Chen **(ORDINARY RESOLUTION 5)**
5. To re-appoint Messrs KPMG as Auditors and to authorise the Board of Directors to fix their remuneration. **(ORDINARY RESOLUTION 6)**

**AS SPECIAL BUSINESS**

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

6. **RETENTION OF INDEPENDENT DIRECTORS**  
(i) "THAT subject to the passing of Ordinary Resolution 3, Datuk Dr. Anis Bin Ahmad be and is hereby retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance 2012." **(ORDINARY RESOLUTION 7)**  
(ii) "THAT Datuk Koay Soon Eng be and is hereby retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance 2012." **(ORDINARY RESOLUTION 8)**  
(iii) "THAT Tu Shu Yao be and is hereby retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance 2012." **(ORDINARY RESOLUTION 9)**
7. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **(ORDINARY RESOLUTION 10)**  
"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals from the relevant governmental /regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of 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 issued pursuant to this resolution does not exceed 10% of the issued capital 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."
8. **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR RRPT 1 TO RRPT 8 AND RRPT 10** **(ORDINARY RESOLUTION 11)**  
**PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR RRPT 9** **(ORDINARY RESOLUTION 12)**  
**PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR RRPT 11** **(ORDINARY RESOLUTION 13)**  
"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(ii) of the Circular to Shareholders dated 29<sup>th</sup> May 2015 ("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:-  
(a) 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;  
(b) the expiration of the period within which the next AGM of the Company is required 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  
(c) 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 authorized 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."

9. 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)**  
**KONG MEI KEE (MAICSA 7039391)**  
Company Secretaries

Dated this 29<sup>th</sup> day of May 2015  
Kuala Lumpur

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN that a first and final single tier dividend of 6.5 sen per ordinary share of RM1.00 each for the financial year ended 31<sup>st</sup> December 2014, subject to members' approval, will be paid on 25<sup>th</sup> August 2015 to depositors registered in the Record of Depositors at the close of business on 27<sup>th</sup> July 2015.

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

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 27<sup>th</sup> July 2015 in respect of ordinary transfer;
- (b) Shares bought on the Exchange on a cum entitlement basis according to the Rules of the Exchange.

**Notes:**

1. Agenda No. 1 is meant for discussion only as the Company's Articles of Association provides that the audited financial statements are to be laid in the general meeting.
2. 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 23<sup>rd</sup> June 2015. Only a depositor whose name appears on the Record of Depositors as at 23<sup>rd</sup> June 2015 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
3. 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. A proxy needs not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
4. Where a member appoints two (2) proxies to attend at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
5. (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 authorized 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her 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.
7. 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 not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

**8. Explanatory Notes on Special Business**

- 8.1 The proposed Ordinary Resolutions 7 to 9 if passed, will allow the directors namely, Datuk Dr. Anis Bin Ahmad, Datuk Koay Soon Eng and Tu Shu Yao who have served for more than 9 consecutive years, to continue to act as Independent Non-Executive Directors of the Company for:-
  - They uphold integrity and are able to function as check and balance, provide a broader view and bring an element of objectivity to the Board.
  - Their vast experiences in their respective fields enable them to provide the Board with a diverse set of experiences, expertise and independent judgments.
  - They have performed their duties diligently and in the best interest of the Company and provide a broader view, independent and balanced assessment of proposals from the management.
  - They uphold independent decision and challenge the management objectively.
- 8.2 The proposed Ordinary Resolution 10 is to give mandate to the Board of Directors of the Company the flexibility to issue and allot new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company at the time of submission 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 issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued capital.  
In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, 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.  
No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting on 23<sup>rd</sup> June 2014.
- 8.3 The proposed Ordinary Resolutions 11 to 13, 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(ii) of the Circular to Shareholders dated 29<sup>th</sup> May 2015.