



YONG TAI

永大集团

YONG TAI BERHAD

(Company No.: 311186-T)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF WARRANT HOLDERS' MEETING

NOTICE IS HEREBY GIVEN THAT a Warrant Holders' Meeting of Yong Tai Berhad ("YTB" or "Company") will be held at Room 1, Level 6-3, Tower B, Jaya 99, 99, Jalan Tun Sri Lanang, 75100 Melaka on Friday, 24 June 2016 at 11.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT TO THE DEED POLL DATED 19 MAY 2015 CONSTITUTING THE WARRANTS 2015/2020 IN YONG TAI BERHAD TO ALLOW WARRANT HOLDERS TO CONSIDER AND IF THOUGHT FIT, CONSENT TO THE COMPANY'S UNDERTAKING OF CERTAIN PROPOSALS WHICH ARE RESTRICTED UNDER THE CURRENT DEED POLL ("PROPOSED DEED POLL AMENDMENT")

"THAT Clause 8.1 of the Deed Poll be modified vide a Supplemental Deed Poll by adding the words "save and except where prior consent of Warrant Holders is sought in a general meeting" (underlined) as follows:-

"8. UNDERTAKINGS OF THE COMPANY

8.1 Save and except where prior consent of Warrant Holders has been obtained in a general meeting in respect of Clause 8.1.2, 8.1.3, 8.1.4 and 8.1.5, the Company shall, if and so long as any Warrants remain Unexercised:-

8.1.1 *keep available, free from pre-emptive or other rights, out of its authorised but unissued share capital such number of Ordinary Shares as would be required to be issued upon exercise of all the Warrants from time to time remaining Unexercised and to satisfy in full all Exercise Rights and shall ensure that all new Ordinary Shares delivered upon exercise of the Warrants pursuant to the Conditions will be duly and validly issued and fully paid;*

8.1.2 *not create or permit to be issued any share capital which, as regards dividend, voting or return of capital, has rights more favourable to the holders thereof than those attached to the new Ordinary Shares;*

8.1.3 *not do any act or engage in any transaction, the result of which, having regard to the provisions of Condition 3, would be to reduce the Exercise Price to below the par value of a Share;*

8.1.4 *not take any action which would result in an adjustment in the Exercise Price or the number of Warrants if, after giving effect thereto, the Exercise Price would be decreased to such an extent that the new Ordinary Shares could not, under any applicable law then in effect, be legally issued as fully-paid; and*

8.1.5 *not make any distribution out of its capital profits or capital reserves, unless it gives rise to an adjustment pursuant to Condition 3."*

AND THAT the Board of Directors of the Company ("Board") be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Deed Poll Amendment."

ORDINARY RESOLUTION 1

PROPOSED WARRANT HOLDERS' CONSENT TO ALLOW THE COMPANY TO UNDERTAKE THE PROPOSED ISSUANCE OF UP TO 220,046,000 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES OF RM0.80 EACH IN YONG TAI BERHAD ("PROPOSED WARRANT HOLDERS' CONSENT")

"THAT subject to the passing of Special Resolution 1 and all approvals and consents being obtained from all relevant authorities and/or parties (where applicable), approval be and is hereby given to the Company to issue:

- (i) 200,000,000 new irredeemable convertible preference shares of RM0.80 each in the Company ("ICPS") at an issue price of RM0.80 each to Impression Culture Asia Limited; and
- (ii) up to 20,046,000 ICPS on the basis of one (1) new ICPS for every ten (10) ordinary shares of RM0.50 each in YTB held by the shareholders of the Company whose names appear in the Company's Record of Depositors on an entitlement date to be determined and announced later.

AND THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the issuance of the ICPS."

BY ORDER OF THE BOARD

JAUHARI BIN HASSAN (LS 03681)

NG SEE YEN (MAICSA 0729161)

Company Secretaries

Kuala Lumpur

2 June 2016

Notes:-

- (i) Depositors whose names appear in the Record of Depositors as at 17 June 2016 shall be regarded as warrant holders of the Company entitled to attend, speak and vote at the Warrant Holders' Meeting.
- (ii) A warrant holder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A Proxy may but need not be a warrant holder of the Company.
- (iii) Where a warrant holder is an authorized 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 warrants of the Company standing to the credit of the said securities account.
- (iv) If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- (v) The instrument appointing a proxy must be deposited at the Registered Office of the Company at Ground Floor, 8, Lorong Universiti B, Section 16, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- (vi) If the appointer is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of its attorney.