



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of YKGI Holdings Berhad ("YKGI" or the "Company") will be held at Meeting Room, Wisma YKGI, Lot 6479, Lorong Sg. Puloh/KU06, Kawasan Perindustrian Sungai Puloh, 42100 Klang, Selangor Darul Ehsan on Thursday, 30 June 2016 at 3.30 p.m., or immediately after the conclusion or adjournment (as the case may be) of the Thirty-Ninth (39th) Annual General Meeting of the Company which will be held on the same date at the same venue, whichever shall be the later, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

**SPECIAL RESOLUTION 1**

**PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 64 OF THE COMPANIES ACT 1965 (PART 1) INVOLVING THE CANCELLATION OF RM0.40 FROM THE PAR VALUE OF EVERY EXISTING ORDINARY SHARE OF RM0.50 EACH IN YKGI ("PROPOSED PAR VALUE REDUCTION")**

"THAT, subject to the passing of Special Resolution 2, the confirmation of the High Court of Malaysia pursuant to Section 64 of the Act and the approvals of the relevant authorities, approval be and is hereby given for the reduction of the existing issued and paid-up share capital of the Company comprising 348,337,580 ordinary shares of RM0.50 via the cancellation of RM0.40 from the par value of each ordinary share of RM0.50 each in YKGI;

AND THAT the credit arising therefrom be utilised to set-off the accumulated losses of the Company and any remaining credit after the set-off of the accumulated losses of the Company will be transferred to the share premium account of the Company;

AND THAT the Directors of the Company be and hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements the Directors may deem necessary and/or expedient to finalise, implement and give full effect to complete the Proposed Par Value Reduction including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or the High Court of Malaysia.

**SPECIAL RESOLUTION 2**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY TO FACILITATE THE PROPOSED PAR VALUE REDUCTION ("PROPOSED M&A AMENDMENTS")**

"THAT subject to the passing of Special Resolution 1 and the approvals of the relevant authorities, approval be and is hereby given for the Company to amend its Memorandum and Articles of Association in the following manner:

Memorandum of Association	Existing provision	Revised provision
Clause 5	The authorised share capital of the Company is RM500,000,000.00 (Ringgit Malaysia Five Hundred Million Only) divided into 100,000,000 Redeemable Convertible Preference Shares of RM0.50 each and 900,000,000 ordinary shares of RM0.50 each, with power for the Company to increase or reduce such capital and to issue any part of its capital, original or increased with or without any preference, priority or special privileges, or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.	The authorised share capital of the Company is RM500,000,000.00 (Ringgit Malaysia Five Hundred Million Only) divided into 100,000,000 Redeemable Convertible Preference Shares of RM0.50 each and 4,500,000,000 ordinary shares of RM0.10 each, with power for the Company to increase or reduce such capital and to issue any part of its capital, original or increased with or without any preference, priority or special privileges, or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.
Articles of Association	Existing provision	Revised provision
Clause 7(i) As Regards Their Certificates	"Ordinary Shares" means the ordinary shares of RM0.50 each in the Company.	"Ordinary Shares" means the ordinary shares of RM0.10 each in the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements the Directors may deem necessary and/or expedient to finalise, implement and give full effect to complete the Proposed M&A Amendments including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or the High Court of Malaysia.

**ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEE SHARE OPTION SCHEME ("ESOS" OR "SCHEME") OF UP TO FIFTEEN PERCENT (15%) OF THE PREVAILING ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) FOR THE ELIGIBLE EMPLOYEES (INCLUDING DIRECTORS AND ITS SUBSIDIARIES ("YKGI GROUP" OR "GROUP") (EXCLUDING DORMANT SUBSIDIARIES) WHO MEET THE CRITERIA OF ELIGIBILITY FOR PARTICIPATION IN THE ESOS ("ELIGIBLE EMPLOYEE(S)") AS SET OUT IN THE BY-LAWS CONTAINING THE RULES, TERMS AND CONDITIONS OF THE ESOS ("BY-LAWS") ("PROPOSED ESOS")**

"THAT, subject to the approvals of all relevant authorities including the approval-in-principle being obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new ordinary shares in YKGI ("YKGI Share(s)" or "Share(s)") to be issued arising from the exercise of the options granted under the Scheme ("Option(s)") on the Main Market of Bursa Securities ("Main Market"), approval be and is hereby given to the Directors of the Company to:

- (i) implement and administer the Scheme of up to fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) for the Eligible Employees as set out in the By-Laws, a draft of which is set out in Appendix I of the circular to shareholders of the Company dated 8 June 2016 ("Circular"), and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- (ii) offer and grant options to subscribe for new YKGI Shares under the Scheme and allot and issue such number of new YKGI Shares upon the exercise of the Options that may be granted under the Scheme provided that the total number of such new YKGI Shares to be issued under the Scheme shall not in aggregate exceed fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) at any point in time throughout the duration of the Scheme and that the new YKGI Shares to be issued upon exercise of the Options shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing YKGI Shares, except that the new YKGI Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date is prior to the date of allotment of the new YKGI Shares. The new YKGI Shares will be subject to all the provisions of the Articles of Association of the Company including those relating to the transfer, transmission and otherwise of the Shares;
- (iii) do all things necessary and make the necessary applications to Bursa Securities for the listing of and quotation for the new YKGI Shares that may, hereafter from time to time, be allotted and issued pursuant to the exercise of the Options that may be granted under the Scheme.

AND THAT the By-Laws, as set out in Appendix I of the Circular and which is in compliance with Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted."

**ORDINARY RESOLUTION 2**

**PROPOSED GRANTING OF OPTIONS TO LIM PANG KIAM**

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities, including the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of YKGI to be issued arising from the exercise of the Options on the Main Market, approval be and is hereby given to the Company at any time and from time to time during the duration of the Scheme to offer and grant options to Lim Pang Kiam, the Independent Director / Non-Executive Chairman of YKGI subject always to the following provisions:

- (i) not more than fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) shall be made available under the Proposed ESOS at any point in time throughout the duration of the Scheme when an offer is made;
  - (ii) not more than seventy percent (70%) of the total number of YKGI Shares to be issued pursuant to the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group;
  - (iii) he must not participate in the deliberation or discussion of his own allocation of new ordinary shares of YKGI to be issued under the Scheme;
  - (iv) not more than ten percent (10%) of the total number of new ordinary shares of YKGI available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, hold twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and
- also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and any prevailing guidelines issued by Bursa Securities, Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.

AND THAT, the authority be further given to the Company to allot and issue such number of new ordinary shares of YKGI pursuant to the Scheme to him from time to time pursuant to the exercise of such Options."

**ORDINARY RESOLUTION 3**

**PROPOSED GRANTING OF OPTIONS TO DATO' SOH THIAN LAI**

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities, including the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of YKGI to be issued arising from the exercise of the Options on the Main Market, approval be and is hereby given to the Company at any time and from time to time during the duration of the Scheme to offer and grant options to Dato' Soh Thian Lai, the Group Managing Director / Chief Executive Officer of YKGI subject always to the following provisions:

- (i) not more than fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) shall be made available under the Proposed ESOS at any point in time throughout the duration of the Scheme when an offer is made;
  - (ii) not more than seventy percent (70%) of the total number of YKGI Shares to be issued pursuant to the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group;
  - (iii) he must not participate in the deliberation or discussion of his own allocation of new ordinary shares of YKGI to be issued under the Scheme;
  - (iv) not more than ten percent (10%) of the total number of new ordinary shares of YKGI available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, hold twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and
- also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and any prevailing guidelines issued by Bursa Securities, Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.
- AND THAT, the authority be further given to the Company to allot and issue such number of new ordinary shares of YKGI pursuant to the Scheme to him from time to time pursuant to the exercise of such Options."

**ORDINARY RESOLUTION 4**

**PROPOSED GRANTING OF OPTIONS TO VICTOR HUI LU THIAN**

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities, including the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of YKGI to be issued arising from the exercise of the Options on the Main Market, approval be and is hereby given to the Company at any time and from time to time during the duration of the Scheme to offer and grant options to Victor Hui Lu Thian, the Executive Director of YKGI, subject always to the following provisions:

- (i) not more than fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) shall be made available under the Proposed ESOS at any point in time throughout the duration of the Scheme when an offer is made;
  - (ii) not more than seventy percent (70%) of the total number of YKGI Shares to be issued pursuant to the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group;
  - (iii) he must not participate in the deliberation or discussion of his own allocation of new ordinary shares of YKGI to be issued under the Scheme;
  - (iv) not more than ten percent (10%) of the total number of new ordinary shares of YKGI available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, hold twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and
- also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and any prevailing guidelines issued by Bursa Securities, Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.
- AND THAT, the authority be further given to the Company to allot and issue such number of new ordinary shares of YKGI pursuant to the Scheme to him from time to time pursuant to the exercise of such Options."

**ORDINARY RESOLUTION 5**

**PROPOSED GRANTING OF OPTIONS TO CHRISTOPHER HUI LU MING**

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities, including the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of YKGI to be issued arising from the exercise of the Options on the Main Market, approval be and is hereby given to the Company at any time and from time to time during the duration of the Scheme to offer and grant options to Christopher Hui Lu Ming, a Non-Independent Non-Executive Director of YKGI, subject always to the following provisions:

- (i) not more than fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) shall be made available under the Proposed ESOS at any point in time throughout the duration of the Scheme when an offer is made;
  - (ii) not more than seventy percent (70%) of the total number of YKGI Shares to be issued pursuant to the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group;
  - (iii) he must not participate in the deliberation or discussion of his own allocation of new ordinary shares of YKGI to be issued under the Scheme;
  - (iv) not more than ten percent (10%) of the total number of new ordinary shares of YKGI available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, hold twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and
- also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and any prevailing guidelines issued by Bursa Securities, Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.
- AND THAT, the authority be further given to the Company to allot and issue such number of new ordinary shares of YKGI pursuant to the Scheme to him from time to time pursuant to the exercise of such Options."

**ORDINARY RESOLUTION 6**

**PROPOSED GRANTING OF OPTIONS TO YOSHIYUKI KOMAKI**

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities, including the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of YKGI to be issued arising from the exercise of the Options on the Main Market, approval be and is hereby given to the Company at any time and from time to time during the duration of the Scheme to offer and grant options to Yoshiyuki Komaki, a Non-Independent Non-Executive Director of YKGI, subject always to the following provisions:

- (i) not more than fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) shall be made available under the Proposed ESOS at any point in time throughout the duration of the Scheme when an offer is made;
  - (ii) not more than seventy percent (70%) of the total number of YKGI Shares to be issued pursuant to the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group;
  - (iii) he must not participate in the deliberation or discussion of his own allocation of new ordinary shares of YKGI to be issued under the Scheme;
  - (iv) not more than ten percent (10%) of the total number of new ordinary shares of YKGI available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, hold twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and
- also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and any prevailing guidelines issued by Bursa Securities, Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.
- AND THAT, the authority be further given to the Company to allot and issue such number of new ordinary shares of YKGI pursuant to the Scheme to him from time to time pursuant to the exercise of such Options."

**ORDINARY RESOLUTION 7**

**PROPOSED GRANTING OF OPTIONS TO YASUJI NAKANO**

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities, including the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of YKGI to be issued arising from the exercise of the Options on the Main Market, approval be and is hereby given to the Company at any time and from time to time during the duration of the Scheme to offer and grant options to Yasuji Nakano, a Non-Independent Non-Executive Director of YKGI, subject always to the following provisions:

- (i) not more than fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) shall be made available under the Proposed ESOS at any point in time throughout the duration of the Scheme when an offer is made;
  - (ii) not more than seventy percent (70%) of the total number of YKGI Shares to be issued pursuant to the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group;
  - (iii) he must not participate in the deliberation or discussion of his own allocation of new ordinary shares of YKGI to be issued under the Scheme;
  - (iv) not more than ten percent (10%) of the total number of new ordinary shares of YKGI available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, hold twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and
- also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and any prevailing guidelines issued by Bursa Securities, Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.
- AND THAT, the authority be further given to the Company to allot and issue such number of new ordinary shares of YKGI pursuant to the Scheme to him from time to time pursuant to the exercise of such Options."

**ORDINARY RESOLUTION 8**

**PROPOSED GRANTING OF OPTIONS TO FONG YOO KAW @ FONG YEE KOW**

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities, including the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of YKGI to be issued arising from the exercise of the Options on the Main Market, approval be and is hereby given to the Company at any time and from time to time during the duration of the Scheme to offer and grant options to Fong Yoo Kaw @ Fong Yee Kow, the Senior Independent Non-Executive Director of YKGI, subject always to the following provisions:

- (i) not more than fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) shall be made available under the Proposed ESOS at any point in time throughout the duration of the Scheme when an offer is made;
  - (ii) not more than seventy percent (70%) of the total number of YKGI Shares to be issued pursuant to the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group;
  - (iii) he must not participate in the deliberation or discussion of his own allocation of new ordinary shares of YKGI to be issued under the Scheme;
  - (iv) not more than ten percent (10%) of the total number of new ordinary shares of YKGI available under the Scheme shall be allocated to her, if she, either singly or collectively through persons connected with him, hold twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and
- also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and any prevailing guidelines issued by Bursa Securities, Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.
- AND THAT, the authority be further given to the Company to allot and issue such number of new ordinary shares of YKGI pursuant to the Scheme to him from time to time pursuant to the exercise of such Options."

**ORDINARY RESOLUTION 9**

**PROPOSED GRANTING OF OPTIONS TO LIEW JEE MIN @ CHONG JEE MIN**

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities, including the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of YKGI to be issued arising from the exercise of the Options on the Main Market, approval be and is hereby given to the Company at any time and from time to time during the duration of the Scheme to offer and grant options to Liew Jee Min @ Chong Jee Min, an Independent Non-Executive Director of YKGI, subject always to the following provisions:

- (i) not more than fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) shall be made available under the Proposed ESOS at any point in time throughout the duration of the Scheme when an offer is made;
  - (ii) not more than seventy percent (70%) of the total number of YKGI Shares to be issued pursuant to the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group;
  - (iii) he must not participate in the deliberation or discussion of his own allocation of new ordinary shares of YKGI to be issued under the Scheme;
  - (iv) not more than ten percent (10%) of the total number of new ordinary shares of YKGI available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, hold twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and
- also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and any prevailing guidelines issued by Bursa Securities, Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.
- AND THAT, the authority be further given to the Company to allot and issue such number of new ordinary shares of YKGI pursuant to the Scheme to him from time to time pursuant to the exercise of such Options."

**ORDINARY RESOLUTION 10**

**PROPOSED GRANTING OF OPTIONS TO DR. LOH LEONG HUA**

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities, including the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of YKGI to be issued arising from the exercise of the Options on the Main Market, approval be and is hereby given to the Company at any time and from time to time during the duration of the Scheme to offer and grant options to Dr. Loh Leong Hua, an Independent Non-Executive Director of YKGI, subject always to the following provisions:

- (i) not more than fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) shall be made available under the Proposed ESOS at any point in time throughout the duration of the Scheme when an offer is made;
  - (ii) not more than seventy percent (70%) of the total number of YKGI Shares to be issued pursuant to the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group;
  - (iii) he must not participate in the deliberation or discussion of his own allocation of new ordinary shares of YKGI to be issued under the Scheme;
  - (iv) not more than ten percent (10%) of the total number of new ordinary shares of YKGI available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, hold twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and
- also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and any prevailing guidelines issued by Bursa Securities, Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.
- AND THAT, the authority be further given to the Company to allot and issue such number of new ordinary shares of YKGI pursuant to the Scheme to him from time to time pursuant to the exercise of such Options."

**ORDINARY RESOLUTION 11**

**PROPOSED GRANTING OF OPTIONS TO DATO' DR. HUI WI SING**

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities, including the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of YKGI to be issued arising from the exercise of the Options on the Main Market, approval be and is hereby given to the Company at any time and from time to time during the duration of the Scheme to offer and grant options to Dato' Dr. Hui Wi Sing, an Eligible Employee and interested major shareholder of YKGI, subject always to the following provisions:

- (i) not more than fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) shall be made available under the Proposed ESOS at any point in time throughout the duration of the Scheme when an offer is made;
  - (ii) not more than seventy percent (70%) of the total number of YKGI Shares to be issued pursuant to the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group;
  - (iii) he must not participate in the deliberation or discussion of his own allocation of new ordinary shares of YKGI to be issued under the Scheme;
  - (iv) not more than ten percent (10%) of the total number of new ordinary shares of YKGI available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, hold twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and
- also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and any prevailing guidelines issued by Bursa Securities, Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.
- AND THAT, the authority be further given to the Company to allot and issue such number of new ordinary shares of YKGI pursuant to the Scheme to him from time to time pursuant to the exercise of such Options."

**ORDINARY RESOLUTION 12**

**PROPOSED GRANTING OF OPTIONS TO IR. MICHAEL HUI EE SING**

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities, including the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of YKGI to be issued arising from the exercise of the Options on the Main Market, approval be and is hereby given to the Company at any time and from time to time during the duration of the Scheme to offer and grant options to Ir. Michael Hui Ee Sing, an Eligible Employee and interested major shareholder of YKGI, subject always to the following provisions:

- (i) not more than fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) shall be made available under the Proposed ESOS at any point in time throughout the duration of the Scheme when an offer is made;
  - (ii) not more than seventy percent (70%) of the total number of YKGI Shares to be issued pursuant to the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group;
  - (iii) he must not participate in the deliberation or discussion of his own allocation of new ordinary shares of YKGI to be issued under the Scheme;
  - (iv) not more than ten percent (10%) of the total number of new ordinary shares of YKGI available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, hold twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and
- also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and any prevailing guidelines issued by Bursa Securities, Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.
- AND THAT, the authority be further given to the Company to allot and issue such number of new ordinary shares of YKGI pursuant to the Scheme to him from time to time pursuant to the exercise of such Options."

**ORDINARY RESOLUTION 13**

**PROPOSED GRANTING OF OPTIONS TO SOH THIAN HUAT**

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities, including the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of YKGI to be issued arising from the exercise of the Options on the Main Market, approval be and is hereby given to the Company at any time and from time to time during the duration of the Scheme to offer and grant options to Soh Thian Huat, an Eligible Employee and person connected with Dato' Soh Thian Lai, subject always to the following provisions:

- (i) not more than fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) shall be made available under the Proposed ESOS at any point in time throughout the duration of the Scheme when an offer is made;
  - (ii) not more than seventy percent (70%) of the total number of YKGI Shares to be issued pursuant to the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group;
  - (iii) he must not participate in the deliberation or discussion of his own allocation of new ordinary shares of YKGI to be issued under the Scheme;
  - (iv) not more than ten percent (10%) of the total number of new ordinary shares of YKGI available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, hold twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and
- also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and any prevailing guidelines issued by Bursa Securities, Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.
- AND THAT, the authority be further given to the Company to allot and issue such number of new ordinary shares of YKGI pursuant to the Scheme to him from time to time pursuant to the exercise of such Options."

**ORDINARY RESOLUTION 14**

**PROPOSED GRANTING OF OPTIONS TO SOH LI NG**

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities, including the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of YKGI to be issued arising from the exercise of the Options on the Main Market, approval be and is hereby given to the Company at any time and from time to time during the duration of the Scheme to offer and grant options to Soh Li Ng, an Eligible Employee and person connected with Dato' Soh Thian Lai, subject always to the following provisions:

- (i) not more than fifteen percent (15%) of the prevailing issued and paid up share capital of the Company (excluding treasury shares) shall be made available under the Proposed ESOS at any point in time throughout the duration of the Scheme when an offer is made;
  - (ii) not more than seventy percent (70%) of the total number of YKGI Shares to be issued pursuant to the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group;
  - (iii) she must not participate in the deliberation or discussion of her own allocation of new ordinary shares of YKGI to be issued under the Scheme;
  - (iv) not more than ten percent (10%) of the total number of new ordinary shares of YKGI available under the Scheme shall be allocated to her, if she, either singly or collectively through persons connected with him, hold twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and
- also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme and any prevailing guidelines issued by Bursa Securities, Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time.
- AND THAT, the authority be further given to the Company to allot and issue such number of new ordinary shares of YKGI pursuant to the Scheme to her from time to time pursuant to the exercise of such Options."

**By order of the Board**

Siew Suet Wei (MAICSA 7011254)

Ir. Michael Hui Ee Sing (LS 000872)

Company Secretaries

Klang, Selangor

8 June 2016

**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 6479, Lorong Sg. Puloh/KU06, Kawasan Perindustrian Sungai Puloh, 42100 Klang, Selangor Darul Ehsan not less than forty-eight (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 Extraordinary General Meeting ("EGM") 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 authorised nominee may appoint in respect of each Omnibus Account it holds. 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.
5. If the appointor 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. For the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with the provisions under Article 63 of the Company's Articles of Association and Section 34(1) of the SICDA to issue a General Meeting Record of Depositors ("ROD") as at 23 June 2016. Only a depositor whose name appears on the ROD as at 23 June 2016 shall be entitled to attend the said Meeting or appoint proxies to attend and vote on his/her behalf.