

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of the Company will be held at Springs 1 Room, Nilai Springs Golf & Country Club, PT 4770, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan Darul Khusus on Thursday, 17 November 2016 at 10.00 a.m. for the following purposes:-

AGENDA
AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 30 June 2016 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To approve the payment of Directors' fee of RM 177,000 for the financial year ended 30 June 2016. **(Resolution 2)**
- To re-elect the following Directors who are retiring in accordance with Article 129 of the Company's Articles of Association:
 - Datuk Kamaludin Bin Yusoff **(Resolution 3)**
 - Datuk Hairuddin Bin Mohamed **(Resolution 4)**
- To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965: **(Resolution 5)**

"THAT Mr. Lee Kim Seng retiring pursuant to Section 129 of the Companies Act 1965, be and is hereby re-appointed as Director of the Company to hold office until the next annual general meeting."
 (Please refer to Explanatory Note A)

- To declare single tier final dividend 2.0 sen per ordinary share in respect of the financial year ended 30 June 2016. **(Resolution 6)**
- To appoint Messrs. HLB Ler Lum as Auditors of the Company in place of the retiring Auditors, Messrs. Crowe Horwath and to authorise the Directors to fix their remuneration. **(Resolution 7)**

Notice of Nomination of Auditors pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed on page 108 in the Annual Report 2016 has been received by the Company and of the intention to propose the following ordinary resolution:-

"THAT the retiring of Messrs. Crowe Horwath as Auditors of the Company be and is hereby accepted and in place thereof, Messrs. HLB Ler Lum having consented to act, be and are hereby appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that authority be and is hereby given for the Directors to determine their remuneration."

As Special Business :

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 8)**

"That pursuant to Section 132D of the Companies Act, 1965, the Articles of Association of the Company and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at any time to such persons 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 to be issued does not exceed ten percent (10%) of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **(Resolution 9)**

"That the mandate granted by the shareholders of the Company on 17 December 2015 pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities Berhad ("Listing Requirements"), authorising the Company and its subsidiaries ("the YOCB Group") to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the YOCB Group's day-to-day operations as set out in Section 2.5 of the Circular to Shareholders dated 25 October 2016 with the related parties mentioned therein, be and is hereby renewed (hereinafter referred to as the "Proposed Shareholders' Mandate");

That the Proposed Shareholders' Mandate is subject to the following:-

- the transaction are in the ordinary course of business and are on terms which are not more favourable to the related parties involved than generally available to the public and on terms not to detriment of the minority shareholders of the Company;
- disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year where aggregate value is equal to or exceeds the applicable prescribed threshold under the Listing Requirements and/or the relevant Practice Notes; and
- annual renewal and such approval shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965), whichever is earlier.

AND THAT the Directors of the Company be and are authorised to complete and do all 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 Shareholders' Mandate."

- Proposed Authority for the Company to Purchase Its Own Shares of Up to Ten Percent (10%) of the Issued and Paid-Up Share Capital of the Company ("Proposed Share Buy-Back Authority")** **(Resolution 10)**

"THAT, subject to the provisions of Section 67A of the Companies Act, 1965, the Memorandum and Articles of Association of the Company, Part IIIA of the Companies Regulation 1966 and Chapter 12 of the Main Market Listing Requirements of Bursa Securities, the Company be and is hereby authorised to purchase such number of ordinary shares of RM0.50 each in the Company ("Proposed Share Buy-Back Authority") 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 interest of the Company provided that:

- the maximum aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the issued and paid up ordinary share capital of the Company at any point in time;
- the funds allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained profits and/or share premium account of the Company. The audited retained profits and share premium of the Company stood at RM4,138,748 and RM nil respectively as at 30 June 2016.
- the authority conferred by this resolution shall continue to be in force until:
 - the conclusion of the next AGM of the Company following the forthcoming AGM, at which time the said authority will lapse, unless the authority is renewed at that meeting, either unconditionally or subject to conditions; or
 - 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 Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
 - revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first.

THAT the Directors of the Company be and are hereby authorised to deal with the shares purchased at their absolute discretion, either partially or fully, in the following manner:

- cancel all the shares so purchased;
- retain the shares so purchased as treasury shares
- distribute the treasury shares as share dividends to shareholders
- resell the treasury shares on Bursa Securities in accordance to the Main Market Listing Requirements of Bursa Securities; and
- any combination of (i), (ii), (iii) and (iv) above.

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed Share Buy-Back Authority with full power to assent to any modifications and/or amendments as may be required by the relevant authorities."

- To transact any other business for which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that a final single tier dividend of 2.0 sen per share for the financial year ended 30 June 2016, if approved the Ninth Annual General Meeting, will be paid on 18 January 2017 to Depositors whose names appear in the Record of Depositors on 22 December 2016.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- Share transferred to the Depositor's Securities Account before 4.00 p.m. on 22 December 2016 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on the cum entitlement basis according to Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

Dato' Tang Swee Guan (MIA 5393)
 Secretary

Kuala Lumpur
 25 October 2016

Notes:

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/proxies who need not be a member/members of the Company, an advocate, an approved Company auditor, or a person approved by the Registrar to attend and vote in his/her stead.
- A member may appoint not more than two (2) proxies to attend the same meeting. Where a member appoints two proxies, the proxies shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1981, it may appoint at least one proxy in respect of each securities account.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
- The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Suite 13A.01(A), Level 13A, Wisma Goldhill, 67 Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.

Explanatory Note A

Mr. Lee Kim Seng has attained the age of 71 years, has offered himself for re-election as Director of the Company and to hold office until the conclusion of the next annual general meeting. The reappointment, shall take effect if the proposed Ordinary Resolution 5 is passed by a majority of not less than three-fourth of such members as being entitled to vote in person or, where proxies are allowed by proxy at this Ninth AGM.

Explanatory Note on Special Business
Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 8, if passed, will grant a general mandate and empower the Directors to issue shares up to an aggregate amount not exceeding 10% of the issued and paid-up share capital of the Company for the time being, for such purposes as the Directors consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting.

This general mandate is new and will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investment, working capital and/or acquisitions.

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 9, if passed, will enable the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations and will eliminate the need to convene separate general meeting from time to time to seek shareholders' approval. This will substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the YOCB Group or adversely affecting the business opportunities available to the YOCB Group.

The detailed information on recurrent related party transactions is set out in the Circular to Shareholders dated 25 October 2016 which is despatched together with this Annual Report.

Proposed Renewal of Authority for the Company to Purchase Its Own Shares Up to Ten Percent (10%) of the Issued and Paid-Up Share Capital of the Company ("Proposed Share Buy-Back Authority")

The proposed Ordinary Resolution 10, if passed, will empower the Directors to purchase the Company's shares of up to 10% of the issued and paid-up share capital of the Company at any point in time, by utilizing the funds allocated which shall not exceed the total retained profits and share premium of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting.

Please refer to the Circular to Shareholders dated 25 October 2016 for further information.