

Y.S.P. SAH™
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 Sixteenth Annual General Meeting of the Company will be held at Topaz Ballroom Level G, One World Hotel, 3485 First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor, Malaysia on Tuesday, 23rd May 2017 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 31st December 2016 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 31st December 2016 amounting to RM408,000.00. (ORDINARY RESOLUTION 1)
3. To approve the payment of dividend comprising the following for the financial year ended 31st December 2016:- (ORDINARY RESOLUTION 2)
 - i). final ordinary dividend (single tier) of 7.0 sen per ordinary share; and
 - ii). final special dividend (single tier) of 1.5 sen per ordinary share.
4. To re-elect the following Directors retiring in accordance with Article 85 of the Company's Articles of Association:- (ORDINARY RESOLUTION 3)
 - i). Datuk Koay Soon Eng (ORDINARY RESOLUTION 4)
 - ii). Tu Shu Yao (ORDINARY RESOLUTION 5)
5. To re-appoint Datuk Dr. Anis Bin Ahmad as Director of the Company. (Please refer to Note 2) (ORDINARY RESOLUTION 6)
6. To re-appoint Messrs. KPMG PLT 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: -

7. RETENTION OF INDEPENDENT DIRECTORS

- i) "THAT subject to the passing of Ordinary Resolution 5, 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)

8. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 (ORDINARY RESOLUTION 10)

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, and subject to the approvals from the relevant governmental /regulatory authorities, the Directors be and are hereby empowered to allot shares in 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 allotted pursuant to this resolution does not exceed 10% of the total number of issued shares 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."

9. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR RRPT 1 TO RRPT 8 AND RRPT 10 TO RRPT 12 (ORDINARY RESOLUTION 11)

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR RRPT 9 (ORDINARY RESOLUTION 12)

"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 28th April 2017 ("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 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); 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."

10. 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 28th day of April 2017

Kuala Lumpur

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders, the dividend comprising the following for the financial year ended 31st December 2016, will be paid on 28th July 2017 to depositors registered in the Record of Depositors at the close of business on 30th June 2017:-

- i). final ordinary dividend (single tier) of 7.0 sen per ordinary share; and
- ii). final special dividend (single tier) of 1.5 sen per ordinary share.

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 30th June 2017 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. The Audited Financial Statements are 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. Datuk Dr Anis Bin Ahmad, who is above the age of 70, was re-appointed as Director of the Company pursuant to Section 129(6) of the Companies Act 1965 (since repealed) at the Company's last Annual General Meeting to hold office until the conclusion of this Annual General Meeting. The proposed Ordinary Resolution 5, if passed, will enable Datuk Dr. Anis Bin Ahmad to continue as a Director of the Company.

As the Companies Act 2016, which came into force on 31st January 2017, had removed the age limit for directors, Datuk Dr. Anis Bin Ahmad, after this reappointment, shall only be subject to retirement by rotation at a future Annual General Meeting in accordance with the Company's Articles of Association.

3. 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 17th May 2017. Only a depositor whose name appears on the Record of Depositors as at 17th May 2017 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/ her stead.
4. 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. All voting will be conducted by way of poll.
5. Where a member appoints two (2) proxies to attend at the same meeting, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
6. (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.
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
8. 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.
9. **Explanatory Notes on Special Business**

- 9.1 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.
- 9.2 The proposed Ordinary Resolution 10 is to give mandate to the Board of Directors of the Company the flexibility to allot new shares in the Company up to an amount not exceeding in total 10% of the total number of issued shares of the Company for the time being 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 allotment of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the allotment of new shares even though the number involved may be less than 10% of the total number of issued shares.

In order to avoid any delay and costs involved in convening a general meeting to approve such allotment of shares, it is thus considered appropriate that the Directors be empowered to allot shares in the Company, up to any amount not exceeding in total 10% of the total number of issued shares of the Company at the time of submission, 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 27th May 2016.

- 9.3 The proposed Ordinary Resolutions 11 and 12, 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 28th April 2017.