



**YONG TAI**

永大集团

**YONG TAI BERHAD**

(Company No.: 311186-T)

(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Yong Tai Berhad ("YTB" or "Company") will be held at Room 3, Level 6-3, Tower B, Jaya 99, 99, Jalan Tun Sri Lanang, 75100 Melaka on Friday, 20 October 2017 at 10.30 a.m. or any adjournment thereof for the purpose of considering and if thought fit, to pass the following resolutions with or without modifications:

**ORDINARY RESOLUTION 1**

**PROPOSED SUBSCRIPTION OF 933,334 NEW ORDINARY SHARES BY THE COMPANY IN ICONIC PARAGON SDN BHD ("IPSB") FOR A CASH CONSIDERATION OF RM933,334 ("PROPOSED SUBSCRIPTION")**

"**THAT** 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 subscribe for 933,334 new ordinary shares in IPSB for a cash consideration of RM933,334, subject to and upon the terms and conditions set out in the subscription agreement dated 7 April 2017 entered into between the IPSB and the Company for the Proposed Subscription ("**Subscription Agreement**").

**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 Subscription."

**ORDINARY RESOLUTION 2**

**PROPOSED PROVISION OF FINANCIAL ASSISTANCE OF UP TO RM130.0 MILLION FROM YTB TO IPSB ("PROPOSED PROVISION OF FINANCIAL ASSISTANCE")**

"**THAT** 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 provide financial assistance of up to RM130.0 million to IPSB, which shall be utilised to fund the land purchase cost in respect of the sale and purchase agreement dated 3 March 2015 entered into by IPSB with Datuk Bandar Kuala Lumpur to acquire 2 parcels of 99 years leasehold lands both located in Bandar Kuala Lumpur, District of Kuala Lumpur, Federal Territory of Kuala Lumpur (collectively, "**Lands**") and other costs related to the Lands such as conversion premium, development charge and incidental land and development costs.

**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 to give effect to the Proposed Provision of Financial Assistance with full powers 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 or deemed necessary by the Board, and to take all steps and do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Provision of Financial Assistance."

**ORDINARY RESOLUTION 3**

**PROPOSED PRIVATE PLACEMENT OF 43,000,000 NEW ORDINARY SHARES IN YTB TO FULL WINNING DEVELOPMENTS LIMITED, A MAJOR SHAREHOLDER OF YTB ("PROPOSED PRIVATE PLACEMENT")**

"**THAT**, subject to all approvals being obtained from all relevant authorities, including but not limited to the approval-in-principle of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for 43,000,000 new ordinary shares in the Company ("**YTB Shares**") ("**Placement Shares**") to be issued pursuant to the Proposed Private Placement on the Main Market of Bursa Securities, approval be and is hereby given to the Board to allot and issue up to 43,000,000 new YTB Shares pursuant to the Proposed Private Placement at a subscription price for each Placement Share of RM1.26, which was determined by the parties based on the five (5)-day volume weighted average price of the YTB Shares immediately preceding the date of the Placement Subscription Agreement, representing a discount of 10% as mutually agreed upon by the parties.

**THAT** the Placement Shares shall upon allotment and issuance, rank *pari passu* in all respects with the then existing YTB Shares in issue, save and except that they will not be entitled to any dividend, right, allotment and/or other distribution, the entitlement date of which is prior to the date of allotment of the Placement Shares.

**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 Proposed Private Placement."

**By Order of the Board**  
**YONG TAI BERHAD**

**NG SEE YEN (MAICSA 0729161)**  
**JAUHARI BIN HASSAN (LS 03681)**  
Company Secretaries  
Selangor

5 October 2017

**Notes:**

- (i) Depositors whose names appear in the Record of Depositors as at 13 October 2017 shall be regarded as members of the Company entitled to attend, speak and vote at the Extraordinary General Meeting.
- (ii) A member 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 member of the Company. A member may appoint any person to be his proxy without limitation. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- (iii) A member shall be entitled to appoint more than one proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his shareholdings to be represented by each proxy.
- (iv) Where a member 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 ordinary shares of the Company standing to the credit of the said securities account.
- (v) 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.
- (vi) 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.
- (vii) 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.