

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Yong Tai Berhad (“YTB” or the “Company”) will be held at Encore Melaka – Admiral Hall, No. 3, Jalan KSB – Impression 8, Impression City @ Kota Syahbandar, 75200 Melaka on Wednesday, 24 July 2019 at 10.30 a.m. at or at any adjournment thereof (as the case may be), for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED SPECIAL ISSUE OF UP TO 400,000,000 NEW ORDINARY SHARES IN YTB (“SPECIAL ISSUE SHARES”) (“PROPOSED SPECIAL ISSUE”)

“**THAT**, subject to and conditional upon the approvals of all relevant authorities and persons (if any), approval be and is hereby given to our Company to increase the share capital of YTB by way of special issue of up to 400,000,000 new ordinary shares in YTB, representing approximately 74.9% of its issued shares as at 16 May 2019, in one or multiple tranches to be allocated and issued to:

- (a) Full Intelligent International Limited (“**FII**”), Domain Capital Sdn Bhd (“**DCSB**”) and Datin Seri Faridatulfrida binti Ariff (“**Subscribers**”) for 100,000,000 Special Issue Shares each, amounting to a total of 300,000,000 Special Issue Shares (“**Subscription Shares**”), in accordance with the terms and conditions of the subscription agreements entered into between our Company and the Subscribers respectively on 17 May 2019 (“**Subscription Agreement(s)**”), at an issue price of RM0.36 per Subscription Share (“**Subscription Price**”);
- (b) independent investor(s) to be identified for the remaining 100,000,000 Balance Special Issue Shares as well as any Subscription Shares not subscribed by the Subscribers, in one or several tranches, at an issue price for each tranche to be determined and fixed by the Board of Directors of our Company (“**Board**”), which shall be determined later after all the relevant approvals have been obtained. In any event, the issue price shall not be at a discount of more than 10% from the 5-day volume weighted average price of YTB Shares immediately preceding the price-fixing date;

THAT, the issuance of Special Issue Shares to FII and DCSB be subject to the passing of Ordinary Resolution 2 and Ordinary Resolution 3, respectively;

THAT, such Special Issue Shares will, upon allotment and issuance, rank equally with the existing YTB Shares, except that holders of the Special Issue Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions, that may be declared to the shareholders of our Company, which the entitlement date (namely the date as at the close of business on which the shareholders must be registered in order to be entitled to any dividends, rights, allotments or other distributions) is prior to the date of allotment of the Special Issue Shares;

THAT, the proceeds raised from the Proposed Special Issue are to be utilised in the manner as set out in Section 2.8 of the Circular to Shareholders of the Company issued in respect of the Proposed Special Issue and the Board be and is hereby authorised, at their sole discretion, to vary the manner of utilisation of proceeds from time to time as it may deem fit, necessary or expedient in the interest of the Company;

AND THAT, the Board be and is hereby authorised to do all such acts and things that are necessary to give full effect to the Proposed Special Issue with full powers to assent to any conditions, modifications, variations and/or amendments deemed necessary or expedient in the interest of the Company and/or as may be required by the relevant authorities and to take all steps and actions they consider necessary or as may be required to give full effect to and complete the Proposed Special Issue.”

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF 100,000,000 SUBSCRIPTION SHARES TO FULL INTELLIGENT INTERNATIONAL LIMITED (“FII”) (“PROPOSED FII SUBSCRIPTION”)

“**THAT**, subject to the passing of Ordinary Resolution 1, and approvals of all relevant authorities being obtained and the conditions precedent in the Subscription Agreement dated 17 May 2019 entered into between the FII and our Company in which Tang Po Yi, Law Kin Fat and Wong Sze Wing are deemed interested (the details of their deemed interest in the Proposed FII Subscription are set out in Section 10 of the Circular to Shareholders of the Company issued in respect of the Proposed FII Subscription), being fulfilled or waived (as the case may be), approval be and is hereby given to the Board at any time and from time to time to allot and issue up to 100,000,000 Subscription Shares to FII at the Subscription Price pursuant to the Proposed Special Issue.”

ORDINARY RESOLUTION 3

PROPOSED ISSUANCE OF 100,000,000 SUBSCRIPTION SHARES TO DOMAIN CAPITAL SDN BHD (“DCSB”) (“PROPOSED DCSB SUBSCRIPTION”)

“**THAT**, subject to the passing of Ordinary Resolution 1, and approvals of all relevant authorities being obtained and the conditions precedent in the Subscription Agreement dated 17 May 2019 entered into between the DCSB and our Company in which Datuk Wira Boo Kuang Loon is deemed interested (the details of his deemed interest in the Proposed DCSB Subscription are set out in Section 10 of the Circular to Shareholders of the Company issued in respect of the Proposed DCSB Subscription), being fulfilled or waived (as the case may be), approval be and is hereby given to the Board at any time and from time to time to allot and issue up to 100,000,000 Subscription Shares to DCSB at the Subscription Price pursuant to the Proposed Special Issue.”

**BY ORDER OF THE BOARD OF
YONG TAI BERHAD**

**WONG YOUN KIM (F) (MAICSA 7018778)
LEE CHIN WEN (F) (MAICSA 7061168)**

Company Secretaries
Selangor Darul Ehsan

9 July 2019

Notes:-

- i. Pursuant to Section 334 of the Companies Act 2016, a member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- ii. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the registered office of the Company at B-25-2, Block B, Jaya One, No. 72A, Jalan Universiti, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- iii. A member shall be entitled to appoint more than one (1) proxy 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.
- iv. Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint only 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 the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
- vi. Where a Member 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.
- vii. In respect of deposited securities, only members whose names appear on the Record of Depositors on 17 July 2019, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- viii. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), all the resolutions set out in this Notice will be put to vote by way of poll.