

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fifty-Fourth Annual General Meeting ("54<sup>th</sup> AGM" or "Meeting") of Y&G CORPORATION BHD. ("the Company") will be held at Lot G-01 Ground Floor, Tower B, PJ City Development, No.15A, Jalan 219, Seksyen 51A, 46100 Petaling Jaya, Selangor Darul Ehsan on **Monday, 27 July 2020 at 11.00 a.m.** for the following purposes:

**AS ORDINARY BUSINESS**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.                          | (Please refer to<br>(Explanatory Note 10)                    |
| 2. To approve the payment of Directors' fees of up to RM330,000 for the financial year ended 31 December 2019.   | <b>Ordinary Resolution 1</b>                                 |
| 3. To re-elect the following Directors who retire pursuant to Clause 137 of the Company's Constitution:<br>(i) Dato' Yap Jun Jien; and<br>(ii) Mr. Lee Boon Hong @ Lee Boon Keong.     | <b>Ordinary Resolution 2</b><br><b>Ordinary Resolution 3</b> |
| 4. To re-appoint Messrs. T. H. Kuan & Co. as Auditors of the Company until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration. | <b>Ordinary Resolution 4</b>                                 |

**AS SPECIAL BUSINESS**

To consider and if thought fit, pass with or without any modifications, the following resolutions:

**5. ORDINARY RESOLUTION****Payment of Directors' Allowances to Non-Executive Directors**

"THAT the payment of Directors' allowances of up to RM7,500 per month to Non-Executive Directors of the Company for the period commencing 28 July 2020 to the date of the next Annual General Meeting be and is hereby approved."

**Ordinary Resolution 5****6. ORDINARY RESOLUTION****Proposed Retention of Independent Directors**

(i) "THAT Mr. Lee Boon Hong @ Lee Boon Keong who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, shall continue to act as an Independent Non-Executive Director of the Company."

**Ordinary Resolution 6**

(ii) "THAT Encik Mohd Shafizan bin Shahbudin who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, shall continue to act as an Independent Non-Executive Director of the Company."

**Ordinary Resolution 7****7. ORDINARY RESOLUTION****Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being and that the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting."

**Ordinary Resolution 8**

8. To transact any other business of the Company of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

By Order of the Board

**Y&G CORPORATION BHD.****CHEN WEE SAM (SSM PC No. 202008002853) (LS 0009709)**

Company Secretary

Kuala Lumpur

26 June 2020

**NOTES:**

1. A member of the Company entitled to attend and vote is 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.
2. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
4. Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the Registered Office of the Company situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
6. Subject to the Constitution, shareholders may deposit the instrument appointing the proxy by electronics means by way of submitting the instrument to the e-mail address proxy@shareworks.com.my not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
7. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
8. In respect of deposited securities, only members whose names appear on the Record of Depositors on 20 July 2020, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
9. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions set out in this Notice will be put to vote by way of poll.

**Explanatory Note on Ordinary Business****10. Audited Financial Statements for Financial Year Ended 31 December 2019**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

**Explanatory Notes on Special Business****11. Payment of Directors' Allowances to Non-Executive Directors**

Ordinary Resolution 5 is to approve the payment of Directors' allowances to the three (3) Non-Executive Directors of the Company of up to RM7,500 per month for the period commencing after the date of the 54<sup>th</sup> AGM to the date of the next Annual General Meeting. The Board is of the view that it is just and equitable for the Directors to be paid the allowances for them to discharge their responsibilities and render their services to the Company.

**12. Proposed Retention of Independent Directors**

The proposed Ordinary Resolutions 6 and 7, if passed will allow Mr. Lee Boon Hong @ Lee Boon Keong and Encik Mohd Shafizan bin Shahbudin to be retained and continue to act as Independent Directors to fulfil the requirement of Paragraph 15.02 of Bursa Securities' Main Market Listing Requirements. The full details of the Board's justification and recommendations for the retention of Mr. Lee Boon Hong @ Lee Boon Keong and Encik Mohd Shafizan bin Shahbudin as Independent Directors are set out on Pages 14 and 15 of the Board's Corporate Governance Overview Statement in the 2019 Annual Report.

**13. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

The Ordinary Resolution 8 is proposed for the purpose of renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is the earlier. This general mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting of the Company held on 29 May 2019 and which will lapse at the conclusion of this 54<sup>th</sup> AGM. The additional listing of 19,093,810 ordinary shares on 20 November 2019 was due to mandatory conversion of 19,093,810 irredeemable convertible preference shares into ordinary shares upon their maturity on 15 November 2019.

**IMPORTANT NOTICE: In view of the outbreak of COVID-19 which is now a global pandemic, the Company has in place rules and control for the 54<sup>th</sup> AGM in order to safeguard the health of attendees. Please follow the procedures provided in the Administrative Guide which can be downloaded from the Company's announcement via Bursa Securities' website.**

**Y&G CORPORATION BHD**  
**Registration No. 196501000612 (6403-X)**  
(Incorporated in Malaysia)

Administrative Guide for the  
Fifty-Fourth Annual General Meeting (“54th AGM”)

**Dear Valued Shareholders of Y&G Corporation Bhd,**

**General Meeting Arrangements**

Due to the constant evolving Coronavirus Disease (COVID-19) situation in Malaysia, we will change the arrangements of our 54th AGM. Kindly check the Company’s announcements via Bursa Malaysia Securities Berhad’ website from time to time for the latest updates on the status or changes to the 54th AGM arrangements.

**Safeguard measures due to COVID-19 Outbreak**

1. In light of the COVID-19 outbreak, shareholders/proxies are encouraged to take all the necessary precautions and preventive measures issued and directed by the Ministry of Health before attending the 54th AGM.
2. All attendees which are believed to be suffering from pneumonia symptoms (which include fever, cough, and breathlessness) would be advised by our personnel to leave the premise and seek medical attention immediately.
3. In view of COVID-19 outbreak and given that your safety is the Company’s priority, the Company has taken below precautions measures to contain the spread of the COVID-19 to ensure the safety of attendees at the 54th AGM:

Shareholders are encouraged to appoint the Chairman of the Meeting as proxy to attend and vote on behalf at the forthcoming 54th AGM. You may submit your proxy forms with pre-determined voting instructions for the Chairman to vote on behalf. If you would like to raise any questions in relation to the Resolutions at the 54th AGM, you may email your questions to [johnny.lee@ygcorp.com.my](mailto:johnny.lee@ygcorp.com.my) by 5 p.m. on 20 July 2020, and the Company would attend to your queries soonest possible via email.

4. The Company will take the precaution measure by conducting temperature checks on all attendees upon arrival at the 54th AGM venue. You will not be allowed to enter the meeting venue if you have the above symptoms as specified under item 2 or having a body temperature above 37.5 °C. All attendees are advised to sanitize their hands and wear face mask before entering.
5. Shareholders are encouraged to keep abreast with the latest news released by the authority regarding travelling, self-quarantine, other health and safety precautions from time to time.

**No Lunch, Refreshment or Door Gift**

There will be **no** lunch, refreshment or door-gift provided for the 54th AGM.

**Registration**

1. Registration will start at 10.00 a.m. on Monday, 27 July 2020.
2. Kindly produce your original MyKad/Passport (for foreigners) to the registration personnel at the registration counter for verification. Please ensure to collect your MyKad/Passport thereafter.

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Administrative Guide for the  
Fifty-Fourth Annual General Meeting (“**54th AGM**”)

3. Upon verification, you are required to sign on the Attendance list prepared by the registration personnel.
4. After registration, a polling slip will be issued to the respective shareholders and proxies. Shareholders and proxies are required to use the slip for voting purpose later.
5. No person will be allowed to register on behalf of another person, even with the original MyKad/Passport of that person.
6. The registration counter will handle only verification of identity and registration.
7. Please vacate the registration area immediately after registration.
8. For any clarification, enquiry or revocation of a proxy’s appointment, please proceed to the Helpdesk.
9. All shareholders and proxies are required to practice social distancing of 1 meter and only allowed to sit at the place arranged by the Company’s personnel.

#### **Poll Voting**

1. In accordance with Paragraph 8.29A(1) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the 54th AGM will be conducted by poll. Poll Administrator and Independent Scrutineer will be appointed to conduct the polling process and verify the results of the poll respectively.
2. During the verification of votes by the Independent Scrutineer, all shareholders and proxies are required to maintain social distancing of 1 meter.
3. Upon completion of the voting session for the 54th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are carried.

#### **Enquiry**

If you have any query prior to the 54th AGM, please contact the following Company’s officer during office hours:

Contact Person: Mr. Johnny Lee YS

Tel No. : +603-7876 1188

Email Address: [johnny.lee@ygcorp.com.my](mailto:johnny.lee@ygcorp.com.my)