



YKGI HOLDINGS BERHAD

[Registration No.: 197701001682 (032939-U)]

NOTICE OF 43RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 43rd Annual General Meeting ("43rd AGM") of YKGI Holdings Berhad ("YKGI" or "the Company") will be conducted entirely through live streaming from the broadcast venue at YKGI, Suite 27-1, Setia Avenue, No.2 Jalan Setia Prima S U13/S, Seksyen U13, Setia Alam, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia on Friday, 10 July 2020 at 2:00 pm to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note 12)**
2. To approve the payment of Directors' fees of RM241,500 for the Non-Executive Directors for the financial year ended 31 December 2019. **Resolution 1**
3. To approve other benefits payable to the Directors up to RM100,000 for the period from 11 July 2020 until the conclusion of the next Annual General Meeting of the Company. **Resolution 2**
4. To re-elect the following Directors, who retire in accordance with Article 123(1) of the Company's Constitution and, being eligible, offer themselves for re-election:
 - i) Tan Sri Dato' Soh Thian Lai; and **Resolution 3**
 - ii) Mr Fong Yoo Kaw @ Fong Yee Kow. **Resolution 4**
5. To re-elect the following Directors, who retire in accordance with Article 128 of the Company's Constitution and, being eligible, offer themselves for re-election:
 - i) Mr Koichiro Nakazawa; and **Resolution 5**
 - ii) Mr Toshihiro Tachibana **Resolution 6**
6. To re-appoint Messrs KPMG PLT (AF 0758) as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 7**

AS SPECIAL BUSINESS

7. To consider and, if thought fit, pass the following Ordinary Resolutions with or without modifications:
 - **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016 ("ACT")** **Resolution 8**
 "THAT pursuant to Section 76 of the Companies Act 2016, and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time 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 issued pursuant to this resolution does not exceed 20% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND FURTHER THAT that such authority shall continue in force until the conclusion of the next annual general meeting of the Company."
 - **PROPOSED RENEWAL OF AND NEW SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **Resolution 9**
 "THAT approval be and is hereby given to YKGI Group ("the Group") to enter into and to give effect to specified recurrent related party transactions or trading nature with the Related Parties as stated in item 3(b) (pages 3 to 12) of the Circular to Shareholders dated 12 June 2020, which are necessary for its day-to-day operations, to be entered into by the Group on the basis that these transactions are entered into on terms which are not more favourable to the Related Parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company ("Proposed Shareholder Mandate");
 AND THAT the Proposed Shareholder Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholder Mandate, shall only continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting of the Company following the general meeting at which the Proposed Shareholder Mandate was passed, at which time it will lapse, unless by resolution passed at the general meeting, the authority is renewed; or
 - (b) the expiration of the period within which the annual general meeting after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting, whichever is the earlier.
 AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Shareholder Mandate."
8. To transact any other business which may properly be transacted at an annual general meeting, due notice of which shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

BY ORDER OF THE BOARD OF DIRECTORS

IR MICHAEL HII EE SING (LS 0000872)

SSM Practising Certificate No.: 201908003344

VOON JAN MOI (MAICSA 7021367)

SSM Practising Certificate No.: 202008001906

Company Secretaries

Kuching, Sarawak

Dated: 12 June 2020

NOTES:

1. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 ("Act"), which requires the Chairman of the meeting to be present at the main venue of the 43rd AGM. Members will NOT be physically present at the Broadcast Venue on the day of the 43rd AGM;
2. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 43rd AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV in the Administrative Guide;
3. A proxy or attorney or a duly authorised representative may, but need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy;
4. A Member of the Company who is entitled to attend and vote at the 43rd AGM via RPV may appoint not more than two (2) proxies to attend and vote instead of the Member at the 43rd AGM;
5. Where a Member of the Company is an authorised nominee as defined in the Depositories Act, which is exempted from compliance with the provisions of subsection 25A(1) of the Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds;
6. 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 is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds;
7. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies;
8. A proxy appointed to attend and vote at the 43rd AGM via RPV shall have the same rights as the Member to speak at the 43rd AGM;
9. To be valid, the duly completed Form of Proxy must be deposited at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or by electronic lodgement via TIH Online website at <https://tjih.online> not less than 48 hours before the time set for holding the 43rd AGM or any adjournment thereof;
10. A Member who has appointed a proxy or authorised representative to attend, participate, speak and vote at the 43rd AGM via RPV must request his/her proxy or authorized representative to register himself/herself for RPV at TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV in Administrative Guide;
11. A depositor whose name appears in the Record of Depositors as at 30 June 2020 shall be regarded as a Member of the Company entitled to attend the 43rd AGM via RPV or appoint a proxy to attend, speak and vote on his behalf;
12. Explanatory Note for Agenda Item 1. This Agenda item is meant for discussion only, as the provision of Section 340(1) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item will not be put forward for voting;
13. All the Directors of the Company who are Members of the Company will abstain from voting on Resolutions 1 and 2, where applicable. The Directors as referred to in Resolutions 3 to 6 who are also the Members of the Company will abstain from voting on the resolutions in respect of their re-election at the 43rd AGM;
14. The proposed Resolution 8, if passed, will grant a renewed mandate and provide flexibility for the Company to empower the Directors to issue shares pursuant to Section 76 of the Act ("General Mandate"). The Company had been granted a General Mandate by its shareholders at the 42nd AGM of the Company held on 23 May 2019 ("the Previous Mandate"). As at the date of this notice, the Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom. The General Mandate will provide flexibility to the Company for any possible fundraising 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); and
15. The proposed Resolution 9 in respect of the Proposed Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is intended to facilitate transaction in the ordinary course of business of YKGI Group which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on the Group's normal commercial terms and are not prejudicial to the shareholders on the terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

STATEMENT ACCOMPANYING NOTICE OF 43RD AGM

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, no individual is standing for election as a Director at the 43rd AGM.