

NOTIFICATION LETTER



YBS INTERNATIONAL BERHAD
(Registration No: 200201014380 (582043-K))

26 August 2020

Dear Shareholders,

We are pleased to invite you to the 18th Annual General Meeting ("AGM") of **YBS INTERNATIONAL BERHAD** which will be held as follows:-

Date : Thursday, 24 September 2020

Time : 11:00 a.m.

**Venue: Iconic 1 & 2, Level 7, The Iconic Hotel,
71, Jalan Icon City, Icon City, Bukit Mertajam, 14000 Penang**

The following relevant documents are available for download in the following manner:-



Annual Report 2020
[https://ybsinternational.com/agm/
annual_report.pdf](https://ybsinternational.com/agm/annual_report.pdf)



Proxy Form for 18th AGM
[https://ybsinternational.com/agm/
proxy_form.pdf](https://ybsinternational.com/agm/proxy_form.pdf)



Administrative Guide for 18th AGM
[https://ybsinternational.com/agm/
administrative_guide.pdf](https://ybsinternational.com/agm/administrative_guide.pdf)



Request Form
[https://ybsinternational.com/agm/
request_form.pdf](https://ybsinternational.com/agm/request_form.pdf)



YBS International Berhad

NOTIFICATION LETTER (CONT'D)

You may submit your request for a printed copy of the Annual Report by completing the attached Request Form and either send by post or email to agm@ybsinternational.com.

The printed copy of the Annual Report will be despatched to you by ordinary post within four (4) market days from the date of receipt of your request.

You may raise questions in relation to the Resolutions to be laid out in the 18th AGM, you are encouraged to submit your questions ahead of the 18th AGM by e-mail your questions to agm@ybsinternational.com by 21 September 2020, 5.00 p.m.

Should you require any assistance on the above matter, kindly contact the following:-

Ms. Lee Shi Wei
YBS INTERNATIONAL BERHAD

K27 Jalan Perindustrian
Kawasan Perindustrian
Tanjung Agas, 84000 Muar, Johor

Phone: +606-9536 088
Fax: +606-9536 986
Email: agm@ybsinternational.com

We thank you for your continued support.

Yours faithfully,
Yong Chan Cheah
Managing Director

ADMINISTRATIVE GUIDE FOR THE 18TH ANNUAL GENERAL MEETING



YBS INTERNATIONAL BERHAD
(Registration No: 200201014380 (582043-K))

The health and safety of the attendees at the 18th AGM of YBS International Berhad (“YBS” or “the Company”) are the top priority of the Company. Hence, the following precautionary measures will be taken for the conduct of the 18th AGM:

- (1) Shareholders are strongly encouraged to appoint the Chairman of the 18th AGM to act as proxy to attend and vote at the 18th AGM on your behalf by submitting the proxy form with pre-casted voting instruction.

Shareholders or proxies who are feeling unwell or have been placed on quarantine orders or Stay-at-home notices or have been in physical contact with a person infected with COVID-19 or Person Under Investigation (“PUI”), you are advised to refrain from attending the 18th AGM in person.

- (2) Pre-registration of attendance

To enable the Company to make the necessary arrangement at the 18th AGM day, attendees who wish to attend the 18th AGM in person are required to pre-register your attendance by 23 September 2020, 11:00 a.m. in the following manner:-

- a) Log on and complete the online Pre-Registration Form at https://docs.google.com/forms/d/e/1FAIpQLSeCYPqcKWeYilC6w5X-Ojg0lz0lAml0FNNZDELa3Y-F8pnxeQ/viewform?usp=pp_url;
OR
- b) Provide the Pre-Registration details by e-mail to agm@ybsinternational.com:-
 - Full name;
 - NRIC/Passport No.;
 - CDS Account No.;
 - Contact No.

- (3) In addition to the meeting registration to be conducted by the Company’s Share Registrar, all attendees are required to register their attendance via the “MySejahtera App” or manually registered at the Health Screening Counter to provide their travel history and contact details (for contact tracing purpose).

- (4) Health Screening Counter/18th AGM Registration Counter

- To co-operate with the Health Screening Counter for temperature reading, screening for symptoms of cough, sore throat, flu and shortness of breath. Attendees with a temperature reading of more than 37.5°C or shows one or any of the abovementioned symptoms will not be allowed to enter.
- Social distancing throughout the 18th AGM must be strictly adhered to. Hand sanitisers will be placed at the common areas for your use during meeting.
- All attendees **MUST wear face masks** throughout the event.
- **NO** door gift will be provided to the shareholders or proxies.

- (5) Attendees are encouraged to keep abreast with the latest news released by the authority regarding traveling, self-quarantine, other health and safety precautions from time to time.

- (6) Attendees are also reminded to monitor the Company’s website and announcements from time to time for any changes to the 18th AGM arrangement.



YBS International Berhad

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of the Company will be held at Iconic 1 & 2, Level 7, The Iconic Hotel, 71, Jalan Icon City, Icon City, Bukit Mertajam, 14000 Penang on Thursday, 24 September 2020 at 11.00 a.m.

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note A)**
2. To approve the payment of Directors' Fees of up to RM182,000/- for the period from 1 October 2020 until the next Annual General Meeting. **(Ordinary Resolution 1)**
3. To approve the Directors' benefits (excluding Directors' Fee) payable of up to RM29,800/- for the period from 1 October 2020 until the next Annual General Meeting of the Company. **(Ordinary Resolution 2)**
4. To re-elect the following Directors retiring pursuant to Paragraph 102(1) of the Company's Constitution, and who being eligible, offered themselves for re-election:
 - a) YBhg Dato' (Dr.) Pahamin Ab Rajab **(Ordinary Resolution 3)**
 - b) Ms. Gor Siew Yeng **(Ordinary Resolution 4)**
5. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

6. To consider and, if thought fit, to pass the following resolutions:

Ordinary Resolutions

- a) Authority to Issue Shares

"That pursuant to Companies Act, 2016 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."

(Ordinary Resolution 6)

- b) Renewal of Authority to purchase its Own Shares

"THAT subject always to Companies Act, 2016 ("the Act"), the Company's Constitution, the ACE Market Listing Requirements of Bursa Securities and all other applicable laws, regulations and guidelines for the time in force, the Directors of the Company be and are hereby given full authority, to seek shareholders' approval for the renewal of authority for the Company to allocate an amount not exceeding the total available retained profits of the Company for the purpose of and to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and in the best interest of the Company provided that the aggregate number of shares to be purchased and/or held pursuant to this resolution does not exceed ten per cent (10%) of the total issued shares of the Company at any point in time;

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

AS SPECIAL BUSINESS (CONT'D)

6. To consider and, if thought fit, to pass the following resolutions: (Cont'd)

Ordinary Resolutions (Cont'd)

- b) Renewal of Authority to purchase its Own Shares (Cont'd)

AND THAT upon the purchase by the Company of its own shares, the Directors are authorised to retain such shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased as treasury shares and cancel the remainder. The Directors are further authorised to distribute the treasury shares as dividends to the shareholders of the Company and/or resell the shares on Bursa Securities in accordance with the relevant rules of Bursa Securities or subsequently cancel the treasury shares or any combination thereof;

AND THAT such approval and authorisation shall only continue to be in force until:

- (i) the conclusion of the first Annual General Meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

AND FURTHER THAT the Directors of the Company be authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give full effect to this mandate.”

(Ordinary Resolution 7)

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

BY ORDER OF THE BOARD

How Wee Ling (MAICSA 7033850)/SSM PC No. 202008000869
Ooi Ean Hoon (MAICSA 7057078)/SSM PC No. 202008000734
Secretaries

Penang

Date: 26 August 2020

Notes:

- A. This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.
- B. For the purpose of determining a member who shall be entitled to attend and vote at this Eighteenth Annual General Meeting, the Company shall be requesting the Record of Depositors as at 15 September 2020. Only a depositor whose name appears on the Record of Depositors as at 15 September 2020 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.



NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Proxy

1. A member entitled to attend and vote at the Meeting (except an Exempt Authorised Nominee) is entitled to appoint up to two (2) proxies to attend and vote on a show of hands or on a poll in his stead. A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
2. 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.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang not less than twenty-four (24) hours before the time set for holding of the Meeting or at any adjournment thereof. Proxy Form transmitted by facsimile or electronic mail will not be accepted unless the original copy is received at the Registered Office.

Explanation Notes on Special Business:

5. Authority to Issue Shares

The proposed Ordinary Resolution No. 6 [Item 6(a)], if passed, will grant a renewed general mandate (Mandate 2020) and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten percent (10%) of the issued share capital of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting of the Company.

The Mandate 2020 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Seventeenth Annual General Meeting. The Company did not issue any share pursuant to the mandate granted because there was no investment, acquisition or working capital that required fund raising activity.

6. Renewal of Authority to purchase its Own Shares

The proposed Ordinary Resolution No. 7 [Item 6(b)], if passed, will give the Company the authority to purchase its own ordinary shares of up to ten percent (10%) of the total number of issued shares of the Company for the time being. This authority, unless renewed or revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting after that date is required by law to be held, whichever occurs first. For further information on the Renewal of Authority to purchase its Own Shares, please refer to the Share Buy-back Statement set out in the Annual Report 2020.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PURSUANT TO RULE 8.29(2) OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

Details of individuals who are standing for election as directors (excluding directors standing for a re-election)

No individual is seeking election as a director at the Eighteenth Annual General Meeting of the Company.