

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Yi-Lai Berhad ("Yi-Lai" or the "Company") ("EGM") will be held and conducted by way of virtual meeting entirely through live streaming via Remote Participation and Voting ("RPV") facilities from the broadcast venue at 1st Floor, Meeting Room, Lot 8, Jalan 51A/241, Seksyen 51A, 46100 Petaling Jaya, Selangor ("Broadcast Venue"), on Friday, 30 October 2020 at 10.00 a.m., or at any adjournment thereof, for the purpose of transacting the following businesses:-

**ORDINARY RESOLUTION 1**

**PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF YI-LAI AND ITS SUBSIDIARIES ("YI-LAI GROUP") TO INCLUDE THE PROVISION OF INFORMATION TECHNOLOGY SOLUTIONS ("IT SOLUTIONS")**

"THAT, subject to the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to Yi-Lai Group to diversify into the provision of IT Solutions as described in the Circular to the shareholders dated 15 October 2020 ("Circular");

**AND THAT** the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to give effect to the Proposed Diversification with full powers to amend and/ or assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act 2016, the provisions of the Company's Constitution and the requirements of the Bursa Securities and all other relevant governmental/ regulatory authorities."

**ORDINARY RESOLUTION 2**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF YI-LAI (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME OVER THE DURATION OF THE ESOS ("PROPOSED ESOS")**

"THAT subject to the approvals of all relevant regulatory authorities and/ or parties being obtained, including the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new Yi-Lai Shares to be issued arising from the exercise of the options granted under the Proposed ESOS ("ESOS Option(s)"), approval be and is hereby given for the Board to:-

- i. establish, implement and administer the Proposed ESOS in accordance with the bylaws of the Proposed ESOS ("Bylaws"), a draft of which is set out in **Appendix I** of the Circular, to approve and adopt the Bylaws and to give effect to the Proposed ESOS with full power to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;
- ii. make the necessary applications and do all things necessary at the appropriate time or times to Bursa Securities for the listing of and quotation for the new Yi-Lai Shares, which may from time to time be allotted and issued arising from the exercise of the ESOS Options;
- iii. allot and issue such number of new Yi-Lai Shares from time to time as may be required arising from the exercise of the ESOS Options, **PROVIDED THAT** the total number of new Yi-Lai Shares, which may be made available under the Proposed ESOS, shall not in aggregate exceed 15% of the total number of issued shares of the Company (excluding treasury shares) at any point in time during the duration of the Proposed ESOS **AND THAT** the new Yi-Lai Shares to be allotted and issued upon the exercise of the ESOS Options will, upon allotment, issuance and full payment, rank equally in all respects with the existing Yi-Lai Shares, save and except that the new Yi-Lai Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distributions declared, made or paid to shareholders where the entitlement date of such distributions precedes the relevant date of allotment and issuance of the new Yi-Lai Shares. The new Yi-Lai Shares allotted will be subject to all provisions in the Constitution of the Company and Main Market Listing Requirements of Bursa Securities ("Listing Requirements"), if any;
- iv. modify and/ or amend the Proposed ESOS and/ or the Bylaws from time to time provided that such modifications and/ or amendments are permitted and effected in accordance with the provisions of the Bylaws relating to modifications and/ or amendments; and
- v. do all such acts and things, take such steps, execute all such documents and enter into all such arrangements, agreements, deeds and/ or undertakings with any party(ies) as they may deem fit, necessary, expedient and/ or appropriate in order to finalise, implement and/ or give full effect to the Proposed ESOS and terms of the Bylaws with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be agreed to or required by any relevant authorities or as a consequence of any such requirement as may be deemed necessary and/ or expedient and in the best interest of the Company."

**ORDINARY RESOLUTIONS 3 TO 7**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO THE DIRECTORS OF YI-LAI**

"THAT, subject to the passing of the Ordinary Resolution 2 and the approvals of the relevant authorities for the Proposed ESOS, including the approval from Bursa Securities for the listing and quotation for the Yi-Lai Shares to be issued arising from the exercise of the ESOS Options, having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the following Directors, ESOS Options to subscribe for Yi-Lai Shares under the Proposed ESOS:-

- |                           |                       |
|---------------------------|-----------------------|
| i. Dato' Wong Gian Kui    | Ordinary Resolution 3 |
| ii. Au Yee Boon           | Ordinary Resolution 4 |
| iii. Tan Jian Hong, Aaron | Ordinary Resolution 5 |
| iv. Wendy Kang Hui Lin    | Ordinary Resolution 6 |
| v. Lee Boon Siong         | Ordinary Resolution 7 |

Provided always that:-

- i. he/ she must not participate in the deliberation or discussion of his/ her own allocation;
- ii. the allocation to him/ her, who either singly or collectively, through person(s) connected to him/ her, holds 20% or more of the total number of issued shares of Yi-Lai (excluding treasury shares), must not exceed 10% of the total number of Yi-Lai Shares to be issued under the Proposed ESOS; and
- iii. subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the Bylaws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.

**AND THAT** the Board is also authorised to allot and issue the corresponding number of new Yi-Lai Shares arising from the exercise of the ESOS Options that may be granted to him under the Proposed ESOS."

**By Order of the Board**  
**YI-LAI BERHAD**

TAN TONG LANG (MAICSA 7045482)( SSM PC No.: 201908002253)  
Company Secretary  
Kuala Lumpur  
15 October 2020

**Notes:-**

**Participation and Appointment of Proxy**

1. The EGM of the Company will be held as a virtual meeting through live streaming and online remote voting using the RPV facilities via Vote2U at <https://web.vote2u.app>. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at the EGM through the RPV facilities.
2. A member of the Company entitled to participate, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to participate, speak and vote in his/ her stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
3. Where a member of the Company is an 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 authorized nominee may appoint in respect of each Omnibus Account it holds.
4. Where a member or authorized nominee appoints two (2) proxies, or when an exempt authorized nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/ her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or the hand of an officer or attorney duly authorised.
6. The form of proxy must be deposited at the registered office of Yi-Lai's Share Registrar at Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
7. Only members registered in the Record of Depositors as at 23 October 2020 shall be eligible to participate, speak and vote at the meeting or appoint a proxy to participate, speak and/ or vote on his/ her behalf.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to participate, speak and vote at the EGM and/ or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/ or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/ or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/ or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty

## **ADMINISTRATIVE GUIDE FOR SHAREHOLDERS**

### **Yi-Lai Berhad – Extraordinary General Meeting**

<b>Day and Date of Extraordinary General Meeting</b>	:	Friday, 30 October 2020
<b>Time</b>	:	10.00 a.m.
<b>Broadcast Venue</b>	:	1st Floor, Meeting Room, Lot 8, Jalan 51A/241, Seksyen 51A, 46100 Petaling Jaya, Selangor
<b>Virtual Meeting accessible at</b>	:	<a href="https://web.vote2u.app">https://web.vote2u.app</a>

In light of the coronavirus (COVID-19) outbreak, governmental decrees, and the encouragement of the Securities Commission Malaysia, as well as in the best interest of public health and the health and safety of our Board of Directors, employees and shareholders, the Extraordinary General Meeting ("**EGM**") will be held virtually and online remote voting using the Remote Participation and Voting Facilities ("**RPV**").

We strongly encourage our shareholders whose names appear on the Record of Depositors as at **5.00 p.m. 23 October 2020** and holders of proxy for those shareholders to participate in the virtual EGM and vote remotely at this EGM. In line with the Malaysian Code on Corporate Governance Practice 12.3, this virtual EGM will facilitate greater shareholder's participation (including posing questions to the Board of Directors and/or Management of the Company) and vote at the EGM without being physically present at the venue. For shareholders who are unable to participate in this virtual EGM, you may appoint proxy(ies) or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using RPV provided by Agmo Digital Solutions Sdn. Bhd. ("**AGMO**") via its **Vote2U Online** website at <https://web.vote2u.app>

### **PROCEDURES TO PARTICIPATE IN RPV**

Please follow the Procedure to Participate in RPV as summarized below:

#### **BEFORE EGM DAY**

#### **A: REGISTRATION**

##### **Individual Shareholders (not applicable for corporations and nominees)**

	<b>Description</b>	<b>Procedure</b>
i.	Shareholders to register with Vote2U online	<p>The registration will open from the day of notice</p> <ol style="list-style-type: none"><li>Access website at <a href="https://web.vote2u.app">https://web.vote2u.app</a></li><li>Click "<b>Sign Up</b>" to sign up as a user.</li><li>Read the 'Privacy Policy' and 'Terms &amp; Conditions' and indicate your acceptance of the 'Privacy Policy' and 'Terms &amp; Conditions' on a small box <input type="checkbox"/>. Then click "<b>Next</b>".</li><li>*Fill-in your details (note: create your own password). Then click "<b>Continue</b>".</li><li>Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).</li><li>Log in as user completed.</li><li>Your registration will be verified and an email notification will be sent to you. Please check your email.</li></ol> <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p>

		*Check your email address is keyed in correctly. *Remember the password you have keyed-in.
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## B: REGISTER PROXY

### Individual Shareholder / Corporate Shareholder / Nominees Company

	Description	Procedure
i.	Submit Form of Proxy (hardcopy)	<p>The closing time to submit your hardcopy Form of Proxy is at <b>10.00 a.m., Wednesday, 28 October 2020.</b></p> <p>a. *Fill-in details on the hardcopy Form of Proxy and ensure to provide the following information:</p> <ul style="list-style-type: none"> <li>o MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy</li> <li>o *Email address of the Proxy</li> </ul> <p>b. Submit/Deposit the hardcopy Form of Proxy to <b>Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Wilayah Persekutuan</b></p> <p><u>Note:</u> After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p> <p>*Check the email address of Proxy is written down correctly.</p>

Shareholders who appoint Proxy(ies) to participate the virtual EGM must ensure that the hardcopy Form of Proxy is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

## ON EGM DAY

## A: WATCH LIVE STREAMING

### Individual Shareholders & Proxies

	Description	Procedures
i.	Login to virtual meeting portal - Vote2U online & watch Live Streaming.	<p>The Vote2U online portal will open for log in starting from <b>9.00 a.m., Friday, 30 October 2020</b>, one (1) hour before the commencement of the EGM.</p> <p>a. Login with your email and password</p> <p>b. Select the General Meeting event (for example, "<b>Yi-Lai Berhad's EGM</b>").</p> <p>c. Check your details.</p> <p>d. Click "<b>Watch Live</b>" button to view the live streaming.</p>

## B: ASK QUESTION

### Individual Shareholders & Proxies

	Description	Procedures
i.	Ask Question during EGM (real-time)	<p>Questions submitted online using <u>typed text</u> will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <p>a. Click "<b>Ask Question</b>" button to post question(s). b. Type in your question and click "<b>Submit</b>".</p> <p>The Chairperson / Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the EGM.</p>

## C: VOTING REMOTELY

### Individual Shareholders & Proxies

	Description	Procedures
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <p>a. Click "<b>Confirm Details &amp; Start Voting</b>". b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "<b>Next</b>" to continue voting for all resolutions. c. To change your vote, click "<b>Back</b>" and select another voting choice. d. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click "<b>Confirm</b>" to submit your vote.</p> <p>Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.</p>

## ADDITIONAL INFORMATION

### Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

### Broadcast Venue

Broadcast Venue means the place where the broadcasting is taking place to transmit or air the meeting online. It could be a studio or a meeting room.

Shareholders and proxies are not advisable to go to the broadcast venue as it is only a place where the meeting is broadcast for transmission online in the present of Chairman, Directors, Chief Executive Officer, Auditors, Company Secretary and senior management. No seating and refreshment will be arranged for shareholders and proxies at the broadcast venue when it is a fully virtual meeting.

If shareholders and proxies arrive at the broadcast venue, the management has the right to ask you to leave the broadcast venue in order to comply with the government decrees and S.O.Ps.

### No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this EGM.

## **Enquiry**

- a. If you have enquiry relating to the EGM Administrative Guide for Shareholders, please contact our **Investor Relation** during office hours:

Email: [jason@aegiscomm.com.my](mailto:jason@aegiscomm.com.my) or 03 6413 0580

- b. If you have enquiry relating to the RPV or encounters issues with the log in, steps to connect to live streaming and online voting:

Email: [vote2u@agmostudio.com](mailto:vote2u@agmostudio.com)