



**YB VENTURES
BERHAD**

YB VENTURES BERHAD

(formerly known as Yi-Lai Berhad)

(Registration No.: 200001013437 / 516043-K)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of YB Ventures Berhad (formerly known as Yi-Lai Berhad) (“YBVB” or the “Company”) will be held and conducted by way of virtual meeting entirely through live streaming via Remote Participation and Voting (“RPV”) Facilities from the Online Meeting Platform of Vote2U Online operated by Agmo Digital Solutions Sdn. Bhd. in Malaysia via the link at <https://web.vote2u.my> on Wednesday, 30 June 2021 at 3.00 p.m. or immediately upon the conclusion or adjournment of the Twenty-First Annual General Meeting of YBVB which will be held on the same day at 2.00 p.m., whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:-

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO RM48,523,305 NOMINAL VALUE OF FIVE (5)-YEAR, 0.10% IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (“ICULS”) AT 100% OF ITS NOMINAL VALUE OF RM0.04 EACH ON THE BASIS OF FIVE (5) ICULS FOR EVERY ONE (1) EXISTING ORDINARY SHARE IN YBVB (“YBVB SHARE”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE”)

“THAT subject to the Companies Act, 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and conditional upon the approvals of all relevant authorities/parties, where required, the Board of Directors of YBVB (“Board”) be and is hereby authorised to:-

- (i) provisionally allot and issue up to RM48,523,305 ICULS at 100% of its nominal value of RM0.04 each on the basis of five (5) ICULS for every one (1) existing YBVB Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board and announced later;
- (ii) enter into and execute the trust deed to be executed by the Company and the trustee appointed by YBVB constituting the ICULS (“Trust Deed”) and to do all acts, deed and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Trust Deed;
- (iii) allot and issue new YBVB Shares arising from the conversion of the ICULS (including further ICULS arising from any adjustments under the provisions of the Trust Deed);
- (iv) determine the conversion price of the ICULS after all relevant approvals have been obtained for the Proposed Rights Issue; and
- (v) such further number of new YBVB Shares as may be required or permitted to be issued and allotted as a consequence of the adjustments under the provisions of the Trust Deed;

THAT any fractional entitlements of the ICULS under the Proposed Rights Issue will be disregarded and shall be dealt with in such a manner as the Board shall in its absolute discretion deem fit, expedient and in the best interests of the Company;

THAT the proceeds of the Proposed Rights Issue be utilised for the purpose as set out in Section 3 of the Circular, and the Board be and is hereby authorised to revise the manner and purposed of the utilisation of proceeds as it may deem fit, expedient and in the best interests of the Company subject to the approval of any relevant authorities (where required);

THAT the new YBVB Shares to be issued arising from the conversion of the ICULS shall, upon allotment and issue, rank equally in all respects with the then existing YBVB Shares, save and except that such new YBVB Shares to be issued arising from the conversion of the ICULS shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid, the entitlement date of which is prior to the date of allotment of such new YBVB Shares to be issued arising from the conversion of the ICULS;

AND THAT any one Director of YBVB be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Rights Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as he may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue.”

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482 / SSM PC NO. 201908002253)

THIEN LEE MEE (LS0009760/ SSM PC NO. 201908002254)

Company Secretaries

Selangor Darul Ehsan

14 June 2021

Notes:-

1. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at this virtual EGM using RPV Facilities provided by Agmo Digital Solutions Sdn Bhd via its Vote2U online website at <https://web.vote2u.my>.
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 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.
4. Where a member or authorised nominee appoints two (2) proxies, or when an exempt authorised 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 office or attorney duly authorised.
6. The form of proxy must be deposited at the Registered Office of YBVB situated at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor 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 June 2021 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.



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ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

General Meeting	: Extraordinary General Meeting (“EGM”)
Day, Date, and Time of Meeting	: Wednesday, 30 JUNE 2021 at 3.00 p.m. or immediately upon the conclusion or adjournment of the Twenty-First Annual General Meeting of YBVB which will be held on the same day at 2.00 p.m., whichever is later
Remote Participation and Voting Facilities	: https://web.vote2u.my
Meeting Venue	: Online Meeting Platform of Vote2U at https://web.vote2u.my
Domain Registration Numbers with MYNIC	: D6A471702

We continue to exercise prudence in this situation where COVID-19 outbreak is still ongoing and strictly complying to the decree of the Government of Malaysia (“**Government**”) and the Guidance and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (“**SC**”) (“**Guidance Note and FAQs**”).

Pursuant to the implementation of total lockdown announced by the Government and in accordance with the revised SC Guidance Note and FAQs, during the total lockdown period beginning 1 June 2021 (“**FMCO**”), all general meetings shall be conducted online and all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders shall participate in the meeting via the online platform. Hence, **YB VENTURES BERHAD** (Formerly Known as Yi-Lai Berhad) (“**YBVB**” or the “**Company**”) EGM will be held as fully virtual meeting via live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities provided by Vote2U at <https://web.vote2u.my>.

Please take note that members/proxies/corporate representatives **WILL NOT BE ALLOWED** to attend the EGM in person on the day of the EGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of shareholders and proxies. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

Entitlement to Participate and Vote Remotely

Only shareholders whose names appear on the Record of Depositors (“**ROD**”) as at 23 June 2021 shall be eligible to participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the meeting to participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV FACILITIES

Please follow the procedures to participate in RPV facilities as summarised below:

§ BEFORE EGM DAY §

A: REGISTRATION		
	Description	Procedure
i.	Shareholders to Register with Vote2U <input type="checkbox"/> Individual Shareholders	a. Access website at https://web.vote2u.my b. Select “ Sign Up ” to sign up as user. c. Read and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ by clicking on a small box <input type="checkbox"/> . Then select “ Next ”. d. Fill-in your details – (i) ensure your email address is valid & (ii) create your own password. Then select “ Continue ”. e. Upload a clear copy of your MyKAD for Malaysian (front only) or passport for non-Malaysian (page with photo). f. Registration as user completed. g. An email notification will be sent to you. <u>Note:</u> <i>If you have already signed up/registered as a user with Vote2U previously, you are not required to register again.</i>

B: REGISTRATION OF PROXY		
	Description	Procedure
i.	Submit Proxy Form (hard copy) <input type="checkbox"/> Individual Shareholders <input type="checkbox"/> Corporate Shareholders <input type="checkbox"/> Authorised Nominee <input type="checkbox"/> Exempt Authorised Nominee	The closing time to submit your hardcopy Proxy Form is at 3.00 p.m., Monday, 28 June 2021. a. Fill-in the details on the hard copy Proxy Form by providing the following information: <ul style="list-style-type: none"> ○ Proxy(ies) & Corporate Representative <ul style="list-style-type: none"> ● Name ● Number of MyKAD for Malaysian or passport for non-Malaysian ● Address and email address – ensure email address is valid b. Corporate Representative only – deposit the hard copy of Proxy Form together with the following document to the address as stated on the Proxy Form: <ul style="list-style-type: none"> ● A copy of Certificate of Appointment as corporate representative c. Individual shareholders, authorised nominee and exempt authorised nominee - deposit the hard copy Proxy Form to the address as stated on the Proxy Form. d. Submitted Proxy Form will be verified. e. After verification, proxy(ies) and corporate representative will receive email notification with temporary credentials, i.e. email address & password, to log in to Vote2U. <i>The hardcopy Proxy Form must be deposited with the Company’s Share Registrar, Boardroom.com Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia not less than 48 hours (Monday, 28 June 2021 at 3.00 p.m.) before the time appointed for holding the EGM or at any adjournment.</i>

⌘ ON EGM DAY ⌘

1.	Log in to https://web.vote2u.my with your registered email address and password.
	For proxy(ies) and corporate representative, log in with the temporary credentials in the email which you have received from Vote2U.
2.	Vote2U will be opened for log in one (1) hour (i.e. 2.00 p.m., Wednesday, 30 June 2021) before the commencement of the EGM you are attending.
3.	When you are logged in, select the general meeting event you are attending. On the main page, you are able to access the following:

	Description	Procedures
i.	Live Streaming	a. Select “ Watch Live ” button to view the live streaming.
ii.	Ask Question (real-time)	<p>a. Select “Ask Question” button to pose a question.</p> <p>b. Type in your question and select “Submit”.</p> <p><i>Note:</i> <i>The Chairman of the EGM/ Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the EGM.</i></p>
iii.	Online Remote Voting	<p>a. On the main page, scroll down and select “Confirm Details & Start Voting”.</p> <p>b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Select “Next” to continue voting for all resolutions.</p> <p>c. After you have completed voting, a Voting Summary page appears to show all the resolutions with you voting choices. Select “Confirm” to submit your vote.</p> <p><i>Note:</i> <i>Once you have confirmed and submitted your votes, you are <u>not able</u> to change your voting choices.</i></p>
iv.	View Voting Results	a. On the main page, scroll down and select “ View Voting Results ”.
v.	End of RPV	<p>a. Upon the announcement by the Chairman of the meeting on the closure of the said meeting, the live streaming will end.</p> <p>b. You may log out from Vote2U.</p>

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at a general meeting will be conducted by poll. The Company has appointed Agmo Digital Solutions Sdn. Bhd. as the Poll Administrator to conduct the polling process and Aegis Communication Sdn Bhd as the independent Scrutineers to verify the results of the poll.

Meeting Venue

As a result of the implementation of the FMCO by the Government on 28 May 2021 as well as the revised SC Guidance Note and FAQs, when a listed issuer conducts its general meeting during FMCO, the listed issuer is only allowed to conduct a fully virtual general meeting where all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings no matter how small are prohibited. Therefore, there shall be no broadcast venue to air the general meeting.

According to the revised SC Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia.

No e-Voucher, Gift, and Food Voucher

There will be no e-Voucher, gift, and food voucher for shareholders, proxies and corporate representatives who participate in the meeting.

Enquiry

- a. For enquiries relating to the general meeting, please contact our Share Registrar during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Email : admin.registrar@boardroom.com.my
General Line : +603-7890 0638

- b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Email : vote2u@agmostudio.com
General Line : +603-7664 8520/2