



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of the Company will be held on a fully virtual basis through remote participation and electronic voting via online meeting platform: **GoToWebinar by megacorp.com.my** provided by Mega Corporate Services Sdn. Bhd. on Thursday, 23 September 2021 at 11.00 a.m.

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 March 2021 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 RM169,000/- for the period from 1 October 2021 until the next Annual General Meeting of the Company. (Ordinary Resolution 1)
3. To approve the Directors' benefits (excluding Directors' Fee) payable of up to RM29,800/- for the period from 1 October 2021 until the next Annual General Meeting of the Company. (Ordinary Resolution 2)
4. To re-elect the following Directors retiring pursuant to the respective provision of the Company's Constitution, and who being eligible, offered themselves for re-election:-
 - a) Mr. Yong Chan Cheah (Paragraph 102(1)); (Ordinary Resolution 3)
 - b) Mr. Low Hee Chung (Paragraph 102(1)); (Ordinary Resolution 4)
 - c) Dato' Jimmy Ong Chin Keng (Paragraph 107(2)) (Ordinary Resolution 5)
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 6)

AS SPECIAL BUSINESS

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

Ordinary Resolutions

- a) Continue in Office as Independent Non-Executive Director
 "That subject to the passing of Resolution 4, authority be and is hereby given to Mr. Low Hee Chung who has served as an Independent Non-Executive Director of the Company to continue to serve as Independent Non-Executive Director of the Company upon expiry of his tenure of nine years as Independent Non-Executive Director on 31 July 2022 in accordance with the Malaysian Code on Corporate Governance." (Ordinary Resolution 7)
- b) Authority to Issue Shares
 "That pursuant to Companies Act, 2016 ("the Act") 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 8)

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)

c) Renewal of Authority to purchase its Own Shares

"THAT subject always to the Act, 2016, the Constitution of the Company, 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 percent (10%) of the total issued shares of the Company at any point in time;

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 9)

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 2021



NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

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 Nineteenth Annual General Meeting, the Company shall be requesting the Record of Depositors as at 15 September 2021. Only a depositor whose name appears on the Record of Depositors as at 15 September 2021 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.
- C. All meeting participants are to participate in the 19th AGM on a fully virtual basis. Please refer to the Administrative Guide for the 19th AGM in order register, participate and vote remotely via the online meeting platform: GoToWebinar by megacorp.com.my

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 shall be deposited at the Poll Administrator's office at Mega Corporate Services Sdn. Bhd. at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or emailed to AGM-support.YBS@megacorp.com.my, not less than twenty-four (24) hours before the time for holding the Meeting or any adjournments thereof i.e. by 11.00 a.m., Wednesday, 22 September 2021. Alternatively, the proxy appointment may also be registered online at <https://vpas.megacorp.com.my/KXTxRC>, or scan the QR code at the top right corner of Administrative Guide for the 19th AGM. Please refer to the Administrative Guide for the 19th AGM for further information.

Explanation Notes on Special Business:

5. **Continue in Office as Independent Non-Executive Director**

Mr. Low Hee Chung is an Independent Non-Executive Director of the Company who has served on the Board since 31 July 2013. In accordance with the Malaysian Code on Corporate Governance, the tenure of an independent director should not exceed a cumulative term of nine years. His term of office as Independent Non-Executive Director will be 9 years cumulatively on 31 July 2022. It is thus appropriate for the Company to recommend such retention upon expiry of his tenure of nine years as Independent Non-Executive Director at this forthcoming AGM. After having assessed the independence of Mr. Low Hee Chung and also the assessment by the Nomination Committee, regards him to be independent based amongst others, he has remained objective and independent in exercising his judgment when a matter is put before him for decision, he also has the experience to make informed decision and participate actively and contribute positively during deliberations or discussions at Board Meetings. To that, the Board with the recommendation of the Nomination Committee, recommend Mr. Low Hee Chung to continue to serve as Independent Non-Executive Director of the Company.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

6. **Authority to Issue Shares**

The proposed Ordinary Resolution No. 8 [Item 6(b)], if passed, will grant a renewed general mandate (Mandate 2021) 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 2021 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited for 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 Eighteenth 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.

7. **Renewal of Authority to purchase its Own Shares**

The proposed Ordinary Resolution No. 9 [Item 6(c)], 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 2021.



ADMINISTRATIVE GUIDE

FOR THE 19TH ANNUAL GENERAL MEETING (“19th AGM”)



YBS INTERNATIONAL BERHAD

Registration No: 200201014380 (582043-K)



Date : **Thursday, 23 September, 2021**
 Time : **11.00 a.m.**
 Meeting Platform : **GoToWebinar by megacorp.com.my**
 MYNIC ID : **D1A018851**

Voting via Digital Ballot Form at a Fully Virtual 19th AGM

1. All meeting participants are to participate in the 19th AGM on a fully virtual basis. Shareholders who wish to participate the 19th AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/KXTxRC> (please refer to para 4 for further details). After the registration is validated and accepted, shareholders will receive an email with a link to grant access to the Digital Ballot Form (“DBF”).
2. With the DBF, you may exercise your right as a shareholder of the Company to participate (including to pose questions to the Board / Management of the Company) and vote during the 19th AGM, at the comfort of your home or from any location.
3. Shareholders may use the Questions’ Pane facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions in relation to the agenda items for the 19th AGM before the meeting via e-mail to the e-mail address : AGM-support.YBS@megacorp.com.my no later than Tuesday, 21 September, 2021, 11.00 a.m.

Registration Procedure

4. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Live-Streaming session to participate and vote remotely during the **19th AGM** online:
 - a. Open this link <https://vps.megacorp.com.my/KXTxRC>, or scan the QR code at the top right corner of this document, and submit all requisite details at least twenty-four (24) hours before the date of 19th AGM.
 - b. Only shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the Meeting.
 - c. Alternatively, you may deposit your Proxy Form, duly completed with the proxy's email address and mobile phone number, at the office of the Share Registrar (Poll Administrator):
Mega Corporate Services Sdn. Bhd.
 Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or;
 Submit via e-mail to: AGM-support.YBS@megacorp.com.my
 - d. For corporate shareholders / nominee accounts, please execute Form of Proxy as per step (c) above.
 - e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
 - i. **Meeting Link** - for the Live-Streaming Session
 - ii. **DBF** - for Voting Purposes

ADMINISTRATIVE GUIDE (CONT'D)

FOR THE 19TH ANNUAL GENERAL MEETING (“19TH AGM”)

Record of Depositors (“ROD”) for the 19th AGM

5. For the purpose of determining a member who shall be entitled to attend and vote at the 19th AGM, the Company shall be requesting the Record of Depositors as at 15 September 2021. Only a depositor whose name appears on the Record of Depositors as at 15 September 2021 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.

Poll Voting

6. The voting of the 19th AGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
7. Shareholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon completion of the voting session for the 19th AGM, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolutions.

Enquiry

If you have any enquiries on the above, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.

Email : AGM-support.YBS@megacorp.com.my
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