



YONG TAI

永大集团

YONG TAI BERHAD

(Registration No. 199401025505 (311186-T))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Yong Tai Berhad ("YTB" or the "Company") will be conducted fully virtual from the online meeting platform at (<https://bit.ly/3FCvmFd>) provided by Niche & Milestones International Sdn Bhd on Wednesday, 22 December 2021 at 10.30 a.m. for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:-

ORDINARY RESOLUTION

PROPOSED ISSUANCE OF UP TO 180,000,000 NEW REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN YTB ("RCPS") AT AN ISSUE PRICE OF RM1.00 PER RCPS ("PROPOSED ISSUANCE OF RCPS")

"THAT, subject to passing of the Special Resolution on the proposed amendments to the Constitution of YTB, the approval granted by Bursa Malaysia Securities Berhad for the listing and quotation of the new ordinary shares in YTB ("YTB Shares" or "Shares") to be issued pursuant to the conversion of the RCPS ("Conversion Shares") and any other relevant authorities (if required), and the terms and conditions as set out in the subscription agreement dated 28 October 2021 entered into between the Company and RHB Trustees Berhad as trustee for Aeca Strategic Income Fund 7.0 ("Subscriber") ("Subscription Agreement"), the Board be and is hereby authorised to issue and allot:-

- i. up to 180,000,000 RCPS at an issue price of RM1.00 per RCPS (representing an aggregate principal amount of up to RM180.00 million) to the Subscriber subject to the terms and conditions of the Subscription Agreement; and
- ii. to issue such number of Conversion Shares credited as fully paid-up pursuant to any conversion of the RCPS at a conversion price to be determined in accordance with the terms and conditions of the Subscription Agreement and that such approval shall remain in full force and effect for the duration of the conversion period;

THAT the proceeds from the Proposed Issuance of RCPS to be utilised for the purposes set out in the circular to shareholders of YTB dated 30 November 2021 ("Circular"), and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit and in the best interest of the Company, subject to the approval of the relevant authorities (if required);

THAT the RCPS shall, upon allotment and issue, be unsecured and rank *pari passu* in all respects with each other and any such class of shares ranking *pari passu* with the RCPS which have been issued including the Company's existing irredeemable convertible preference shares or may be issued by the Company in future but in priority to all ordinary shares and all other classes of shares (if any) of the Company which by its terms rank junior to the RCPS. The RCPS holders shall not be entitled to participate in any distributions (including profits) beyond such rights as are expressly set out herein and/ or offer of further securities in the Company by way of rights until and unless such RCPS has been converted into new YTB Shares;

THAT the Conversion Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing issued YTB Shares. However, such Conversion Shares will not be entitled to any dividends, rights, allotments and/ or any other distributions that may be declared, made or paid prior to the date of allotment and issuance of the Conversion Shares;

THAT the Conversion Shares shall be listed on the Main Market of Bursa Malaysia Securities Berhad;

AND THAT the Board be and is hereby authorised to do all acts, things and to execute, sign and deliver or caused to be delivered for and on behalf of the Company, all such documents as it may consider necessary and/ or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Issuance of RCPS with full power to assent to any terms, conditions, modifications, variations and/ or amendments in any manner as the Board may deem necessary and/ or expedient in the best interest of the Company."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF YTB TO FACILITATE THE ISSUANCE OF THE RCPS PURSUANT TO THE PROPOSED ISSUANCE OF RCPS ("PROPOSED AMENDMENTS")

"THAT, subject to the passing of Ordinary Resolution on the Proposed Issuance of RCPS, the Constitution of the Company be amended in the manner as set out in Appendix II of the Circular;

AND THAT the Board be and is hereby authorised to do all acts, things and to execute, sign and deliver or caused to be delivered for and on behalf of the Company, all such documents as it may consider necessary and/ or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Amendments with full power to assent to any terms, conditions, modifications, variations and/ or amendments in any manner as the Board may deem necessary and/ or expedient in the best interest of the Company."

By Order of the Board

WONG YOUN KIM (F) (MAICSA 7018778) (SSM PC No. 201908000410)

LEE CHIN WEN (F) (MAICSA 7061168) (SSM PC No. 202008001901)

Company Secretaries

30 November 2021

Notes:-

- i. Pursuant to Section 334 of the Companies Act 2016, a member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- ii. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the registered office of the Company at B-25-2, Block B, Jaya One, No. 72A, Jalan Prof Diraja Ungku Aziz, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting.
- iii. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- iv. Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint only one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- v. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
- vi. Where a Member 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.
- vii. In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 December 2021, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- viii. Pursuant to Clause 66 of Constitution of the Company and Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by way of poll.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and / or representative(s) to attend, speak and vote at the Company's 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.