

NOTICE IS HEREBY GIVEN that the Twenty-Second (“22nd”) Annual General Meeting (“AGM”) of **YBS INTERNATIONAL BERHAD** (“YBS” or “the Company”) will be convened and held at Room 5, Level 1, Ixora Hotel, 3096, Jalan Baru, Bandar Perai Jaya, 13600 Perai, Pulau Pinang, Malaysia on **Thursday, 29 August 2024 at 11:00 am** for the purpose of considering and if thought fit, passing with or without modifications, the resolutions set out in this notice:

**AGENDA****AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors’ fees of up to RM300,000 to the Independent Non-Executive Directors for the period commencing one day after the 22nd AGM until the conclusion of the next AGM of the Company in 2025.
- To approve the payment of Directors’ benefits payable of up to RM100,000 for the period commencing one day after the 22nd AGM until the conclusion of the next AGM of the Company in 2025.
- To re-elect the following Directors who retire in accordance with Paragraph 102(1) of the Company’s Constitution and who, being eligible, offer themselves for re-election:
  - Yong Swee Chuan
  - Dato’ Jimmy Ong Chin Keng
- To re-elect Poa Mei Ling who retires in accordance with Paragraph 107(2) of the Company’s Constitution and who, being eligible, offers herself for re-election.
- To re-appoint Grant Thornton Malaysia PLT as auditors of the Company for the financial year ending 31 March 2025 and to authorise the Directors to fix their remuneration.

**AS SPECIAL BUSINESS****7. RETENTION OF LOW HEE CHUNG AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

“THAT approval be and is hereby given to Low Hee Chung, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM.”

**8. RETENTION OF GOR SIEW YENG AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

“THAT approval be and is hereby given to Gor Siew Yeng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM.”

**9. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“THAT subject to the Companies Act 2016 (“the Act”), the Company’s Constitution, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approvals of the relevant government or regulatory authorities, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued share capital (excluding treasury shares) of the Company for the time being.

THAT the Directors are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

THAT pursuant to Section 85(1) of the Act to be read together with Paragraph 62(1) of the Constitution of the Company, all new shares or other convertible securities in the Company shall, before they are issued, be first offered to such persons who are entitled to receive notices from the Company of general meetings as at the date of the offer in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled (“Pre-emptive Rights”).

AND THAT should this resolution be passed by the shareholders, this resolution shall have the effect of the shareholders having agreed to irrevocably waive their Pre-emptive Rights pursuant to Section 85(1) of the Act and Paragraph 62(1) of the Constitution of the Company in respect of the new shares to be issued and allotted by the Company and the issuance of such new shares of the Company will result in a dilution to their shareholding percentage in the Company. Subsequent to the passing of this resolution, if this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect.

AND THAT the new shares to be issued shall, upon issuance and allotment, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”

**10. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES (“PROPOSED SHARE BUY-BACK”)**

“THAT subject to the Act, the Company’s Constitution, the Listing Requirements and the approvals of the relevant government or regulatory authorities, the Directors of the Company be and are hereby authorised to make purchases of the Company’s shares as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:-

- the aggregate number of ordinary shares which may be purchased by the Company shall not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any point in time of the said purchase(s);
- the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained earnings of the Company at the time of purchase; and
- the authority conferred by this resolution will be effective immediately upon the passing of this Resolution and shall continue to be in force until:
  - the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant government or regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:

- to cancel all the ordinary shares so purchased; or
- to retain the ordinary shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or transfer for the purpose of or under an employee share option scheme or as part of purchase consideration; or
- to retain part thereof as treasury shares and cancel the remainder; or
- in such other manner as Bursa Securities and such other relevant authorities may allow from time to time.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including executing all such documents as may be required) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the Directors may deem fit and expedient in the best interests of the Company.”

**11. PROPOSED GRANTING OF ESOS OPTIONS TO DATO’ DR. MOHD SOFI BIN OSMAN, THE CHAIRMAN/ INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY UNDER THE COMPANY’S EMPLOYEES’ SHARE OPTION SCHEME THAT WAS ESTABLISHED IN 2016 (“ESOS” OR “THE SCHEME”) (“ESOS OPTIONS”)**

“THAT, the Company has an existing ESOS which was effective on 1 March 2016 with further extension from 1 March 2021 to 28 February 2026, and subject to the approvals of the relevant authorities and/ or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time during the duration of the ESOS, to offer and grant such number of ESOS Options to Dato’ Dr. Mohd Sofi Bin Osman, the Chairman/ Independent Non-Executive Director of the Company, subject to the provisions of the By-Laws of the ESOS (“By-Laws”), provided always that:

- he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the ESOS; and
- not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of shares made available under the ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him (as defined in the Listing Requirements), holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and allot such number of shares arising from the exercise of the ESOS Options under the ESOS, from time to time, to the abovementioned person.”

**12. PROPOSED GRANTING OF ESOS OPTIONS TO POA MEI LING, AN EXECUTIVE DIRECTOR OF THE COMPANY, UNDER THE COMPANY’S ESOS**

“THAT, the Company has an existing ESOS which was effective on 1 March 2016 with further extension from 1 March 2021 to 28 February 2026, and subject to the approvals of the relevant authorities and/ or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time during the duration of the ESOS, to offer and grant such number of ESOS Options to Poa Mei Ling, the Executive Director of the Company, subject to the provisions of the By-Laws, provided always that:

- she must not participate in the deliberation or discussion of her own allocation, as well as that of the persons connected with her, under the ESOS; and
- not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of shares made available under the ESOS shall be allocated to her, if she, either singly or collectively through persons connected with her (as defined in the Listing Requirements), holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and allot such number of shares arising from the exercise of the ESOS Options under the ESOS, from time to time, to the abovementioned person.”

- To transact any other business for which due notice shall have been given.

By Order of the Board

Ong Tze-En  
MAICSA 7026537 I SSM PC No. 202008003397  
Company Secretary  
Penang, 31 July 2024

**Notes:****Appointment of Proxy**

- A member entitled to attend, participate, speak and vote is entitled to appoint up to two (2) proxies to attend, participate, speak and vote instead of him/her. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. A proxy may but need not be a member.
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An Exempt Authorised Nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing, or if the member is a corporation, shall either be executed under the corporation’s common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
- For a proxy to be valid, the Proxy Form duly completed must 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, Malaysia or emailed to mega-share@megacorp.com.my, not less than forty-eight (48) hours before the time for holding the meeting PROVIDED that in the event the member duly executes the Proxy Form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the Proxy Form, other than the particulars of the proxy have been duly completed by the member(s). For those who have emailed the Proxy Form, please submit the original document at any time before the time appointed for holding the meeting or to the registration staff on the meeting day for the Company’s records.
- A member of the Company is permitted to give the Company notice of termination of a person’s authority to act as proxy not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. The notice of termination must be in writing and be deposited at the Registered Office of the Company, 1709-09-01 Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors (“ROD”) as at 23 August 2024 and only a Depositor whose name appears on such ROD shall be eligible to attend this meeting or appoint proxy to attend and/or vote on his/ her behalf.

**Explanatory Notes:****1. Ordinary Resolutions 1 and 2 on Directors’ fees and benefits payable**

Directors’ fees and benefits payable have been reviewed by the Remuneration Committee (“RC”) and the Board of Directors (“Board”) which recognise that the Directors’ fees and benefits payable are in the best interest of the Company. Directors’ fees are solely for the Independent Non-Executive Directors (“INEDs”). The amount also includes contingency sum to cater for unforeseen circumstances such as the appointment of any additional INEDs, additional unscheduled meetings of Board and Board Committees (collectively, the Nominating Committee (“NC”), RC and Audit, Sustainability and Risk Committee (“ASRC”) and/or for the formation of additional Board Committees. Details of Directors’ fees and benefits payable for the financial year ended 31 March 2024 are enumerated under the Corporate Governance Overview Statement in the Annual Report 2024. The relevant Directors’ fees and benefits payable will be paid to the Directors upon completion of service by the said Directors. This approval shall continue to be in force until the conclusion of the next AGM of the Company in 2025.

**2. Ordinary Resolutions 3, 4 and 5 on re-election of Directors**

Information on the Directors standing for re-election under Ordinary Resolutions 3, 4 and 5 are set out under Profile of Directors in the Annual Report 2024. The retiring Directors had abstained from deliberation and decision on their own eligibility to stand for re-election at meetings of the NC and Board, as applicable. The retiring Directors do not have any conflict of interest with the Company and its subsidiaries (“the Group”). The Board approved the recommendations from the NC and is supportive of the re-election of the retiring Directors based on the justifications below:

Yong Swee Chuan is the Executive Director and Chief Engineering Officer of the Group. He is the co-founder of Oriental Fastech Manufacturing Sdn. Bhd, the wholly-owned subsidiary of YBS. He specialises in the engineering of computer-aided manufacturing turning, computer numerical control turning and stamping machines.

Dato’ Jimmy Ong Chin Keng is an INED of the Company. He also chairs the NC. He has fulfilled the requirements on independence as set out in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”). He has extensive experience and knowledge in the fields of accounting, finance, corporate finance, manufacturing and property development. He has demonstrated his objectivity through his proactive engagements during meetings of the Board and Board Committees by sharing valuable, relevant, independent and impartial insights, views and opinions on issues tabled for discussion. He also exercised due care and carried out his professional duties proficiently and effectively.

Poa Mei Ling was appointed as Executive Director of the Company on 01 January 2024. She joined YBS Group since 22 December 2003 as a Group Finance Manager and is currently the General Manager in charge of Precision Engineering and precision plastic injection molding division of YBS Group.

**3. Ordinary Resolutions 7 and 8 on Retention as Independent Non-Executive Directors**

The proposed Ordinary Resolutions 7 and 8, if passed, will retain Low Hee Chung and Gor Siew Yeng as Independent Directors of the Company to fulfill the requirements of Rule 3.08 of the Listing Requirements and in line with the Practice 5.3 of the Malaysian Code on Corporate Governance issued by the Securities Commission on 28 April 2021.

The Board intends to retain the services of Low Hee Chung and Gor Siew Yeng who have served the Board as INEDs since their respective appointment as INED on 31 July 2013 and 01 July 2014.

The NC had evaluated the performance of the directors concerned individually especially with regards to their ability to remain independent in line with the definition of independent director in Listing Requirements. The NC is satisfied with their ability to continue to act as INED and to act in the best interest of the Company and the Group.

Key justifications to retain them as INEDs are as follows:

- They have remained objective and independent in expressing their views during deliberation and decision-making of the Board and the Board Committees. Their judgement is not clouded by familiarity.
- They had fulfilled the criteria on independence as prescribed by Bursa Securities and have always been able to bring elements of objectivity and impartiality that provide check and balance to the executive team.
- They provided the Board with a diverse set of experience, skill and expertise.
- They had carried their duties diligently and had participated actively during deliberations of both Board and Board Committees by bringing different perspectives and balanced assessment to deliberation and decision-making.
- They understand the business and operations of the Group as they have been with the Company for some time. Therefore, they are able to participate effectively during meetings.

Their continuation to serve as INED will ensure that the Group will not suffer from a sudden loss of skilled and experienced directors and enable the Group to have adequate time to identify new candidates to serve as future INED.

**4. Ordinary Resolution 9 on Authority to Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**

This Ordinary Resolution 9, is for the purpose of granting a renewed general mandate (“General Mandate”) and if passed, will give authority to the Board to issue and allot ordinary shares up to a maximum of ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 24 August 2023 and which will lapse at the conclusion of the 22nd AGM.

The General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions as well as to avoid any delay and cost in convening general meeting to specifically approve such an issuance of shares.

The waiver of pre-emptive rights pursuant to Section 85(1) of the Act and Paragraph 62(1) of the Company’s Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make announcement in respect thereof.

**5. Ordinary Resolution 10 on Proposed Renewal of Authority for the Company to Purchase its Own Ordinary Shares**

This Ordinary Resolution, if passed, will empower the Directors of the Company to exercise the power of the Company to purchase its own shares. The total number of shares purchased shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being. This authority will, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required to be held, whichever occurs first.

Please refer to the Statement to Shareholders in relation to Share Buy-Back as incorporated in the Annual Report 2024 for further information.

**6. Ordinary Resolutions 11 and 12 on Proposed Granting of ESOS Options**

The proposed Ordinary Resolutions 11 and 12, if passed, will allow the Company to offer and grant options to Dato’ Dr. Mohd Sofi Bin Osman (Chairman/ Independent Non-Executive Director of the Company) and Poa Mei Ling (Executive Director of the Company) respectively to subscribe for new ordinary shares under the ESOS and to issue and allot from time to time new ordinary shares of not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the new shares available under the ESOS shall be allocated to him/ her, if he/she, either singly or collectively through persons connected (as defined in the Listing Requirements) with him/ her, holds twenty percent (20%) or more of the total number of issued shares (excluding treasury shares) of the Company.



## YBS INTERNATIONAL BERHAD

Registration No.: 200201014380 (582043-K)  
(Incorporated in Malaysia)

### ADMINISTRATIVE GUIDE FOR THE TWENTY-SECOND (“22nd”) ANNUAL GENERAL MEETING (“AGM”) of YBS INTERNATIONAL BERHAD (“YBS” OR “THE COMPANY”)

**Day & Date** : Thursday, 29 August 2024  
**Time** : 11:00 am  
**Venue** : Room 5, Level 1, Ixora Hotel, 3096 Jalan Baru, Bandar Perai Jaya, 13600 Perai, Pulau Pinang, Malaysia

#### Registration on the day of the 22nd AGM

- (1) Registration will commence at 10:00 a.m. and will end at the time as may be determined by the Chairman of the Meeting.
- (2) Please present your original MyKad or Passport to the registration staff for verification. Please make sure your MyKad or Passport is returned to you after registration.
- (3) Attendees are reminded to monitor the Company’s website and announcements from time to time for any changes to the 22nd AGM arrangement.

#### Entitlement to Participate and Appointment of Proxy

- (4) Only members whose names appear on the Record of Depositors as at **23 August 2024** (General Meeting Record of Depositors) shall be eligible to attend the 22nd AGM or appoint proxy(ies) to attend and/or vote on his/her behalf.
- (5) The instrument appointing a proxy shall be deposited in the following manner not less than 48 hours before the time for holding the AGM or any adjournment thereof:
  - (a) **By hard copy form**  
The Proxy Form must 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, Malaysia.
  - (b) **By electronic form**  
The Proxy Form can be submitted electronically via email to [mega-sharereg@megacorp.com.my](mailto:mega-sharereg@megacorp.com.my).

#### Revocation of proxy

- (6) If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in the 22nd AGM in person, please give the Company notice of termination of a person’s authority to act as proxy not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. The notice of termination must be in writing and be deposited at the Registered Office of the Company, 170-09-01 Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang.

#### No Door Gifts/Food Vouchers

- (7) There will be no distribution of door gifts or food vouchers at the 22nd AGM.

#### Enquiries

- (8) If you have any enquiry prior to the 22nd AGM, please contact the following person during office hours on Monday to Friday from 8.30 am to 5.30 pm (except on public holidays):

Ms. Tan Mei Chen	YBS INTERNATIONAL BERHAD No. 978 (also known as PT830), Lorong Perindustrian Bukit Minyak 20, Taman Perindustrian Bukit Minyak, 14100 Simpang Ampat, Pulau Pinang. T: +604-508 8623   F: +604-588 2623   E: <a href="mailto:agm@ybsinternational.com">agm@ybsinternational.com</a>
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#### Personal Data Privacy:

By submitting information for the pre-registration of attendance, the attendees consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the 22nd AGM of the Company and any adjournment thereof.