

## **Notice of Annual General Meeting**

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting of the Company will be conducted fully virtual and live streamed through the online meeting platform at https://meeting.boardroomlimited.my/Domain Registration No. with MYNIC-06A357657) on Thursday, 28 November 2024 at 10.00 a.m. for the following purposes:-

### AS ORDINARY BUSINESS:

To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon.

## ditors thereon. (Please refer to Explanatory Notes to the Agenda)

approve the payment of Directors' fee of RM252,000 for the period commencing ovember 2024 until the next Annual General Meeting of the Company. **(Resolution 1)** To re-elect the following Directors who are retiring in accordance with Clause 104 of the Company's Constitution:

To re-appoint HLB Ler Lum Chew PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 4)

## As Special Business:

To approve the payment of single tier final dividend 4.0 sen per ordinary share in respect of the financial year ended 30 June 2024. (Resolution 5)

## Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016. (Resolution 6)

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and subject to the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the issued share capital (excluding treasury shares) of the Company for the time being.

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company 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 and seem fit and expedient in the interest of the Company provided that:

- the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting.
- (iii)

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Compan of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- To cancel all or part of the Purchased Shares; To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act; To distribute all or part of the treasury shares as dividends to the shareholders of the

- To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
  To resell all or part of the treasury shares;
  To resell all or part of the treasury shares;
  To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
  To transfer all or part of the treasury shares as purchase consideration;
  To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
  To deal with the treasury shares in the manners as allowed by the Act, Listing Requirements, applicable leavs, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force."

"THAT approval be and is hereby given for the Proposed Renewal of Shareholders' Mandate for the Company and/or its subsidiaries to enter into the categories of recurrent related party transactions of a revenue or trading nature falling within the nature of transactions set out in Part B of Section 2.6(a) of the Circular of Shareholders dated 29 October 2024 ("the Circular"), with the related parties falling within the classes of persons set out in Part B of Section 2.5(a) under the Circular, such transactions are necessary for the Company and/or its subsidiaried ady-to-day operations and which are carried out in the ordinary course of business, on terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders.

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- the expiration of the period within which the next AGM is required to be held pursual Section 340(2) of the Companies Act 2016 ("Act") (but must not extend to such extends as may be allowed pursuant to Section 340(4) of the Act); or
- ked or varied by resolution passed by the shareholders in a general meeting."

## Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Resolution 9)

"THAT subject to the provisions of the Main Market Listing requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transaction a revenue or trading nature with the related party as set out in Part B Section 2.5(b) of the Circular to Shareholders dated 29 October 2024 ("the Related Party") provided that such transactions and/or arrangements are:

- necessary for the day-to-day operations; undertaken in the ordinary course of business at arm's length basis and on normal commercial terms and transactions prices which are nit more favourable to the Related Party than those generally available to the Public; and are not prejudical to the minority shareholders of the Company,

THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the New Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed; or
- the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earliest:

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including all such documents as may be required) as they may consider expedient or necessary to give effect to the New Shareholders' Mandate."

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

### NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that a final single tier dividend of 4.0 sen per share for the finan year ended 30 June 2024, if approved at the Seventeenth Annual General Meeting, will be paid o January 2025 to Depositors whose names appear in the Record of Depositors on 19 December 20

A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) Share transferred to the Depositor's Securities Account before 4.30p.m. on 19 December 2024 in respect of ordinary transfers; and
  - $Shares\ bought\ on\ Bursa\ Malaysia\ Securities\ Berhad\ on\ the\ cum\ entitlement\ basis\ according\ to\ Rules\ of\ the\ Bursa\ Malaysia\ Securities\ Berhad\ .$

By Order of the Board

Lau Yen Hoon (SSM PC No.: 202008002143) (MAICSA 7061368) Liew Shu Ning (SSM PC No.: 202408000033) (MAICSA 7074561) Secretaries

- A member of the Company who is entitled to attend and use at this meeting is entitled to appoint not more than two (2) proxies to attend and vate on his/her behalf.

  Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1931 "SCDA"), it may appoint one (1) proy in respect of each securities account it holds with ordinary shares of the Company attaining to the credit of the said securities.
  - a member is an exempt authorised nominee which holds ordinary shares in the Compan

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## Explanatory Note to the Agend

# ltem 1 of the Agenda Audited Financial Statements for the financial year ended 30 June 2024

This item is meant for discussion only. The provision of Section 248(2) and Section 340(1)(1) of the Companies Act 2016 requires that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting ("AGM"). As such this Agenda Item is not a business which requires a motion to be put to vote by shareholders.

The Board has, through the Nomination Committee ("NC"), assessed the performance and contribution of the retiring Directors, taken into consideration the fit and proper criteria under the Directors'; It and Proper Policy of the Company, The NC and the Board were satisfied that the retiring Directors met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. Accordingly, the Board (save for the retiring Directors who had abstained from deliberations on their own re-election) is supportive of the re-election of the retiring Directors, whose profiles are set out under pages 4 to 7 of the Annual Report 2024.

## Resolution 6 Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 6, if passed, will grant a general mandate and empower the Directors to issue shares up to an aggregate amount not exceeding 10% of the total number of issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM.

This general mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placement of shares for purpose of funding future investment, working capital and/or acquisitions.

This is a renewal of the mandate obtained from shareholders at the last AGM of the Company held in year 2023. As at the date of this notice, the Company has not issued any new shares under the general mandate sought at the previous AGM.

# Resolution 7 Proposed Renewal of Authority for Share Buy-Back

The proposed Ordinary Resolution 7, if passed, will empower the Directors to purchase the Company's shares of up to 10% of the total number of issued share capital of the Company at any point in time, by utilising the funda silocated which shall not exceed the total retains profits and share premium of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM.

Please refer to Part A of the Circular to Shareholders dated 29 October 2024 for further information.

# Resolution 8 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Resolution 8 is to seek renewal of Shareholders' Mandate to allow the Company and/ or its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature and to enable the Company to comply with Paragraph 10.09, Part E of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The mandate will take effect from the date of the passing of the Ordinary Resolution until the next AGM of the Company.

# Resolution 9 Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Reve or Trading Nature ("Proposed New Shareholders' Mandate")

The Proposed Resolution 9 is to seek approval for Shareholders' mandate to allow the Company and/or its subsidiaries to enter into new Recurrent Related Party Transactions of a Revenue or Trading Nature and to enable the Company to comply with Paragraph 10.09, Part E of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The mandate will take effect from the date of the passing of the Ordinary Resolution until the next AGM of the Company.

Please refer to Part B of the Circular to Shareholders dated 29 October 2024 for further information





# **Administrative Guide**

for the Seventeenth (17th) Annual General Meeting

Date : Thursday, 28 November 2024

Time : 10.00 a.m.

Online Meeting Platform : https://meeting.boardroomlimited.my

(Domain Registration No. with MYNIC-D6A357657)

## 1. Fully Virtual AGM

- i. The Company will continue to leverage on technology to facilitate communication and engagement with shareholders by conducting the forthcoming AGM on fully virtual basis via Online Meeting Platform.
- ii. The fully virtual AGM is in line with the Malaysian Code on Corporate Governance Practice 13.3, by conducting a virtual AGM, this would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders' participation. With the Virtual Meeting Facilities, you may exercise your right as a member of the Company to participate, pose questions to the Board of Directors and/or Management of the Company and vote at the AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

### 2. Entitlement to Participate in the AGM

In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 20 November 2024 (General Meeting Record of Depositors) shall be eligible to participate in the meeting or appoint proxy(ies) to participate on his/her behalf.

## 3. Form(s) of Proxy

If you are unable to attend the AGM, you are encouraged to appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

Please ensure that the original form is deposited at our Share Registrar's office not less than forty-eight (48) hours before the time appointed for holding the Meeting. Details of our Share Registrar's office can be found in the enquiry section of this document.

Alternatively, you may deposit your proxy form(s) by electronic means through Boardroom Smart Investor portal ("BSIP") at https://investor.boardroomlimited.com. (Kindly refer to step 2 under item 6 - Online Registration Procedure)

## 4. Revocation of Proxy

If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our electronic AGM yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.

### 5. Voting Procedure

Pursuant to Clause 58 of the Constitution of the Company and Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrators and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

## 6. Online Registration Procedure

Pro	ocedure	Action	
Be	Before the day of the AGM		
1	Register online with BSIP for individual and Corporate Shareholder	[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]	
		a. Access website https://investor.boardroomlimited.com	
	(For first time registration only)	b. Click < Register > to sign up as a user.	
	Note: ☑ If you have previously registered with BSIP, you may	c. Select "Account Type" to "Sign Up As Shareholder" or "Sign Up As Corporate Holder". Complete registration and upload compulsory documents such as softcopy of MyKad (front and back) or passport and authorisation letter (template available on the BSIP) for Corporate Shareholder.	
	proceed to Step (2)	d. Enter a valid mobile number and email address	
	■ BSIP now facilitates the registration of Corporate Shareholders	<ul> <li>e. You will receive an email from our Share Registrar for email address verification. Click "Verify Email Address" from the email received to continue with the registration.</li> <li>f. Once your email address is verified, you will be re-directed to BSIP for verification of mobile number. Click "Request OTP Code" and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click 'Enter' to complete the process</li> </ul>	
		g. Your registration will be verified and approved within one (1) business day and an email	
		notification will be provided.	
2.	Submit request for remote participation	Registration for remote access will be opened on 29 October 2024 at 10.00am until such time before the voting session ends at the 17 <sup>th</sup> AGM on Thursday, 28 November 2024 ("Registration Deadline")	
	Note: You must be a registered BSIP user. If not, return to Step (1)	Individual and Corporate Shareholders	
	user. If flot, return to Step (1)	a. Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above.	
		b. Select "YOONG ONN CORPORATION BERHAD (17 <sup>TH</sup> ) ANNUAL GENERAL MEETING"	
		from the list of Meeting Event(s) and click " <b>Enter</b> ".  c. To attend the virtual AGM remotely  ☐ Click on " <b>Register for RPEV</b> ".	
		Read and accept the General Terms and Conditions and enter your CDS account no. to submit your request	
		d. To appoint proxy	
		☑ Click 'Submit eProxy Form'	
		☑ For Corporate Shareholder, select the company you would like to represent (if more than one)	
		Read and accept the General Terms and Conditions and enter your CDS account no. Then, insert your proxy details and voting instructions. If you wish your proxy(ies) to act upon his/her discretion, please indicate 'Discretionary'	
		For Authorised Nominees and Exempt Authorised Nominees  a. Log in to https://investor.boardroomlimited.com	
		<ul> <li>a. Log in to https://investor.boardroomlimited.com</li> <li>b. Click 'Meeting Event(s)' and select from the list of companies – "YOONG ONN CORPORATION BERHAD (17<sup>TH</sup>) ANNUAL GENERAL MEETING" and click "Enter"</li> <li>c. Click "Submit eProxy Form"</li> <li>d. Select the company you would like to represent (if more than one)</li> </ul>	
		e. Proceed to download the file format for "Submission of Proxy Form"	
		f. Prepare the file for the appointment of proxy(ies) by inserting the required data g. Proceed to upload the duly completed Proxy Appointment file	
		g. Proceed to upload the duly completed Proxy Appointment file h. Review and confirm your proxy(ies) appointment(s) and click "Submit" i. Download or print the eProxy form as acknowledgement	
		For Corporate Shareholders, Authorised Nominees/Exempt Authorised Nominees and Attorneys, you may also write to <b>bsr.helpdesk@boardroomlimited.com</b> and provide the name of the shareholder, CDS account no. and the Certificate of Appointment of Corporate Representative or Proxy Form (as the case may be). A copy of MyKad or passport and a valid email address are required	

## 6. Online Registration Procedure (Cont'd)

Procedure	Action		
Before the day of the AGM			
3. Email notification	<ul> <li>a. You will receive notification(s) from Boardroom that your request(s) has/ have been received and is/are being verified.</li> <li>b. Upon system verification against the General Meeting Record of Depositories as at 20 November 2024, you will receive an email from Boardroom either approving or rejecting your registration for remote participation together with your remote access user ID and password.</li> </ul>		
On the day of the AGM			
4. Login to Meeting Platform	<ul> <li>a. The Meeting Platform will be open for login one (1) hour before the commencement of the AGM.</li> <li>b. The Meeting Platform can be accessed via one of the following: <ul> <li>Scan the QR Code provided a in the email notification above; or</li> <li>Log in to the website at https://meeting.boardroomlimited.my</li> </ul> </li> <li>c. Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification in Step 3.</li> </ul>		
5. Participate	[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All questions and messages will be presented with the full name and identity of the participant raising the question.]  a. If you would like to view the live webcast, select the broadcast icon. b. If you would like to ask a question during the AGM, select the messaging icon.		
	c. Type your message into the chat box and once completed, click the send button.		
6. Voting	<ul> <li>a. Once polling has been opened, the polling icon will appear with the resolutions and your voting choices.</li> <li>b. To vote, select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</li> <li>c. To change your vote, re-select another voting direction.</li> <li>d. If you wish to cancel your vote, please press "Cancel".</li> </ul>		
7. End of Participation	Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end and the Messaging window will be disabled.		

## 7. No Distribution of Door Gifts

There will be no distribution of door gifts for shareholders/proxies who join or participate in the virtual AGM.

## 8. No Recording or Photography

No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

## 9. Enquiry

If you have any enquiries prior to the AGM, please contact the following during office hours from Monday to Friday (8.30 a.m. to 5.30 p.m.):

Boardroom Share Registrars Sdn. Bhd.

Address : 11<sup>th</sup> Floor, Menara Symphony

No. 5 Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan Malaysia

General Line : 603-7890 4700 Fax Number : 603-7890 4670

Email : bsr.helpdesk@boardroomlimited.com