



YNH PROPERTY BHD

Registration No.: 200101026228 (561986-V)

NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second (22nd) Annual General Meeting ("AGM") of the Company will be held at Hotel Sfera of 2479, Jalan Dato' Yu Noh Huat, Taman Samudera, 32040 Sri Manjung, Perak Darul Ridzuan, Malaysia on Thursday, 19 December 2024 at 12.00 noon or at any adjournment thereof, for the following purposes:

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 30 June 2024, together with the Directors' and Auditors' Reports thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' Fees of RM124,800 for the financial year ended 30 June 2024. **Ordinary Resolution 1**
(Please refer to Explanatory Note 2)
- To approve the payment of Directors' Benefits payable to the Non-Executive Directors up to an amount of RM150,000 from 22nd AGM until the conclusion of next AGM of the Company. **Ordinary Resolution 2**
(Please refer to Explanatory Note 2)
- To re-elect Dato' Dr. Yu Kuan Chon, DIMP, PPT, MBBS who is retiring pursuant to Article 102(a) of the Company's Constitution. **Ordinary Resolution 3**
(Please refer to Explanatory Note 3)
- To re-elect Ms. Lee Zhi Yan who is retiring pursuant to Article 100 of the Company's Constitution. **Ordinary Resolution 4**
(Please refer to Explanatory Note 3)
- To re-appoint Messrs Morison LC PLT as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following Ordinary Resolutions:

- Proposed Authority to Directors to Allot and Issue New Ordinary Shares pursuant to Sections 75 and 76 of the Companies Act, 2016** **Ordinary Resolution 6**
(Please refer to Explanatory Note 4)

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 ("Act"), the Directors be and are hereby empowered to allot and issue shares in the Company at any time and from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT pursuant to Section 85 of the Act, read together with Article 60 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this Mandate.

AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") AND FURTHER THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and continue to be in force until the conclusion of the next AGM of the Company."
- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Existing RRPT Mandate")** **Ordinary Resolution 7**
(Please refer to Explanatory Note 5)

"THAT, subject to the Act, the Constitution of the Company and the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiary companies to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or person connected with Directors and/or major shareholders of the Company and/or its subsidiary companies ("Related Parties") as specified in Section 2.4 of the Circular/Statement to Shareholders dated 7 November 2024, provided that such arrangements and/or transactions are:

 - recurrent transactions of a revenue or trading nature;
 - necessary for the day-to-day operations;
 - carried out on an arm's length basis, in the ordinary course of business and on normal commercial terms which are not more favorable to the Related Parties than those generally available to the public; and
 - are not to the detriment of the minority shareholders.

THAT the Proposed Renewal of Existing RRPT Mandate, unless revoked or varied by the Company in a general meeting, shall take effect from the date of the passing of this Ordinary Resolution and will continue in force until:

 - the conclusion of the next AGM of the Company at which time it will lapse unless authority is renewed by a resolution passed at the next AGM;
 - the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by resolution passed by shareholders in a general meeting before the next AGM,

whichever is earlier.

AND THAT the Directors of the Company be authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the Proposed Renewal of Existing RRPT Mandate."
- Proposed Renewal of Share Buy-Back Authority for the Purchase of its own Ordinary Shares ("Proposed Renewal of Share Buy-Back Authority")** **Ordinary Resolution 8**
(Please refer to Explanatory Note 6)

"That, subject to the Act, the provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, 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 upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company provided that:-

 - the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
 - the maximum amount of funds to be allocated by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority shall not exceed the sum of the Retained Profits of the Company based on its latest audited financial statements available up to the date of a transaction pursuant to the Proposed Renewal of Share Buy-Back Authority; and
 - the shares purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority may be dealt with in all or any of the following manner (as selected by the Company):-
 - the shares so purchased may be cancelled; and/or
 - the shares so purchased may be retained in treasury for distribution as dividend to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or
 - part of the shares so purchased may be retained as treasury shares with the remainder being cancelled.

THAT any authority conferred by this resolution may only 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 it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Act, the provisions of the Constitution of the Company and the Main Market Listing Requirements and/or guidelines of the Bursa Securities and all other relevant governmental and/or regulatory authorities."
- To transact any other business of which due notice have been given in accordance with the Act.

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482 / SSM PC No. 202208000250)

TAN LAY KHOON (MAICSA 7077867 / SSM PC No. 202208000544)

CHENG GHEE CHENG (LS 0004598 / SSM PC No. 202008002000)

Company Secretaries

Kuala Lumpur
7 November 2024

NOTES:

- A member entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend, speak and vote instead of him/her. A proxy must be 18 years and above.
- A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- 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.
- Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- The instrument appointing a proxy must be deposited at the Share Registrar's office of the Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM. All resolutions set out in the Notice of the AGM are to be voted by poll.
- Depositors who appear in the Record of Depositors as at 9 December 2024 shall be regarded as Member of the Company entitled to attend the AGM or appoint one or two proxies to attend, speak and vote on his/her behalf.

EXPLANATORY NOTES

- Audited Financial Statements for the financial year ended 30 June 2024**

This Audited Financial Statements is meant for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.
- Ordinary Resolution 1 & 2 – Directors' Fees and Directors' Benefits Payable**

Pursuant to Section 230(1) of the Companies Act 2016, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. The proposed Ordinary Resolution 1 & 2, if approved, will authorise the payment of Directors' Fees for the financial year ended 30 June 2024 and Directors' Benefits Payable from 22nd AGM until the conclusion of next AGM of the Company.
- Ordinary Resolutions 3 & 4 – Retiring Directors**

Dato' Dr. Yu Kuan Chon, DIMP, PPT, MBBS who retire by rotation and Ms. Lee Zhi Yan who appointed during the year, are due for retirement at this 22nd AGM pursuant to the Company's Constitution and they are eligible for re-election.

For the purpose of determining the eligibility of the Directors to stand for re-election, the Board through its Nomination Committee had conducted an assessment on the effectiveness and contributions of the aforesaid retiring Directors including their skills, experience, competency and commitment, and has recommended for them to be re-elected to the Board.
- Ordinary Resolutions 6 – Proposed Authority to Directors to Allot and Issue New Ordinary Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Resolution 6, if passed, will empower the Directors of the Company, from the conclusion of this AGM until the next AGM to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total issued shares of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company. The general mandate, if passed, is a renewal of the general mandate to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. As such, this will provide flexibility to the Company for any possible fundraising activities, including but not limited to placing of shares for purpose of funding future investment project(s), working capital and/or acquisitions.

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.

Pursuant to Section 85 of the Companies Act 2016 read together with Article 60 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) of the Companies Act 2016 provides as follows:

"85. Pre-emptive rights to new shares

(1) Subject to the constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Article 60 of the Constitution of the Company provides as follows:

"60. Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities of whatever kinds, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted shall be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Board may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Board, be conveniently offered under this Article.

The proposed Ordinary Resolution 6 if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.
- Ordinary Resolutions 7 – Proposed Renewal of Existing RRPT Mandate**

The proposed Ordinary Resolution 7 if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company. Further information on the above Ordinary Resolution is set out in Part A of the Circular/Statement to Shareholders dated 7 November 2024 of the Company.
- Ordinary Resolutions 8 – Proposed Renewal of Share Buy-Back Authority**

The proposed Ordinary Resolution 8 is a renewal generate mandate and if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements.

This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company. Further information on the above Ordinary Resolution is set out in Part B of the Circular/Statement to Shareholders dated 7 November 2024 of the Company.



YNH PROPERTY BHD
 (Registration No. 200101026228 (561986-V))
 (Incorporated in Malaysia)

Number of Ordinary Shares Held	CDS Account No.
Contact No.	Email Address

PROXY FORM

I / We, _____
 (FULL NAME IN BLOCK LETTERS)

NRIC/Passport No./ Registration No.: _____

of _____
 (FULL ADDRESS)

being a member of YNH PROPERTY BHD ("YNH" or the "Company"), hereby appoint:

* First Proxy "A"

Full Name (IN BLOCK LETTERS)	NRIC/ Passport No.:	Proportion of shareholdings represented	
		No. of shares	PERCENTAGE (%)
# Contact No.	# Email Address		
Full Address:			

*and/or

* Second Proxy "B"

Full Name (IN BLOCK LETTERS)	NRIC/ Passport No.:	Proportion of shareholdings represented	
		No. of shares	PERCENTAGE (%)
# Contact No.	# Email Address		
Full Address:			

You are required to fill in the contact no. and email address in order to participate the 22nd Annual General Meeting ("22nd AGM"), otherwise, we are unable to register you as the participant of the meeting.

* If it is desired to appoint another person as a proxy, the words "the Chairman of the Meeting" should be deleted and the name of the proxy should be inserted in block capitals, and the alteration should be initialed.

or failing him/her, *the Chairman of the Meeting, as *my/ our proxy to vote for *me/ us on *my/ our behalf at the 22nd AGM of the Company which to be held physically at Hotel Sfera of 2479, Jalan Dato' Yu Neh Huat, Taman Samudera, 32040 Sri Manjung, Perak Darul Ridzuan, Malaysia on Thursday, 19 December 2024 at 12.00 noon or at any adjournment thereof, in the manners as indicated below:-

NO.	ORDINARY RESOLUTION	FOR	AGAINST
1.	To approve the payment of Directors' Fees of RM124,800 for the financial year ended 30 June 2024.		
2.	To approve the payment of Directors' Benefits payable to the Non-Executive Directors up to an amount of RM150,000 from 22nd Annual General Meeting until the conclusion of next Annual General Meeting of the Company.		
3.	To re-elect Dato' Dr. Yu Kuan Chon, DIMP, PPT, MBBS who is retiring pursuant to Article 102(a) of the Company's Constitution.		
4.	To re-elect Ms. Lee Zhi Yan who is retiring pursuant to Article 100 of the Company's Constitution.		
5.	To re-appoint Messrs Morison LC PLT as the Auditors of the Company.		
6.	Proposed Authority to Directors to Allot and Issue New Ordinary Shares pursuant to Sections 75 and 76 of the Companies Act, 2016.		
7.	Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		
8.	Proposed Renewal of Share Buy-Back Authority for the Purchase of its own Ordinary Shares		

Please indicate with an "x" in the spaces provided above as to how you wish your votes to be cast. If no specific direction as to voting is given, your proxy will vote or abstain from voting at his/her discretion.

* Strike out whichever not applicable

In the case of a corporation, the Proxy Form must be executed under its Common Seal, or under the hand of a duly authorised officer.

Dated this..... day of....., 2024

 *Signature/Common Seal of Shareholder

Fold this flap for sealing

Notes:

- a) A member entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend, speak and vote instead of him/her. A proxy must be 18 years and above.
- b) A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- c) 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.
- d) Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- e) The instrument appointing a proxy must be deposited at the Share Registrar's office of the Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM. All resolutions set out in the Notice of the AGM are to be voted on by poll.
- f) Depositors who appear in the Record of Depositors as at 9 December 2024 shall be regarded as Member of the Company entitled to attend the AGM or appoint one or two proxies to attend, speak and vote on his/her behalf.

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AFFIX
STAMP

The Share Registrar of
YNH PROPERTY BHD
(Registration No. 200101026228 (561986-V))
c/o **Aldpro Corporate Services Sdn Bhd**
B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
W.P. Kuala Lumpur
Malaysia

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