

NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES WITH WARRANTS

Terms defined in the abridged prospectus dated 23 October 2014 ("Abridged Prospectus") shall have the same meanings when used in this Notice of Provisional Allotment ("NPA") unless stated otherwise. The Provisional Rights Shares with Warrants (as defined herein) as contained in this NPA are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 as amended from time to time, including Securities Industry (Central Depositories) Amendment Act, 1998 ("SICDA") and therefore, the SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") shall apply in respect of dealings in the Provisional Rights Shares with Warrants.



Y&G CORPORATION BHD

(Company No. 6403-X)

(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 30,773,800 NEW ORDINARY SHARES OF RM1.00 EACH IN Y&G CORPORATION BHD ("Y&G" OR THE "COMPANY") ("Y&G SHARE(S)") ("RIGHTS SHARE(S)") TOGETHER WITH UP TO 15,386,900 FREE DETACHABLE WARRANTS ("WARRANT(S)") AT AN ISSUE PRICE OF RM1.00 PER RIGHTS SHARE ON THE BASIS OF TWO (2) RIGHTS SHARES TOGETHER WITH ONE (1) WARRANT FOR EVERY TEN (10) EXISTING Y&G SHARES HELD AS AT 5.00 P.M. ON 23 OCTOBER 2014 ("RIGHTS ISSUE WITH WARRANTS")

Principal Adviser



AmInvestment Bank

AmInvestment Bank Berhad

(Company No. 23742-V)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

Financial Adviser



Newfields Advisors Sdn Bhd

(Company No.: 296051-V)

To: Our Entitled Shareholders

Dear Sir/Madam,

Our Board of Directors ("**Board**") has provisionally allotted to you, in accordance with the ordinary resolution passed at the Extraordinary General Meeting of our Company convened on 11 April 2014 and the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") vide its letter dated 28 February 2014, the number of Rights Shares with Warrants as indicated below ("**Provisional Rights Shares with Warrants**").

We wish to advise you that the Provisional Rights Shares with Warrants made to you in respect of the Rights Issue with Warrants have been confirmed by Bursa Depository and upon acceptance will be credited into your Central Depository System ("**CDS**") account(s), subject to the terms and conditions stated in the Abridged Prospectus and Rights Subscription Form ("**RSF**") issued by our Company.

The Provisional Rights Shares with Warrants is made subject to the terms and conditions stated in the Abridged Prospectus. Bursa Securities has already prescribed our securities listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Rights Shares with Warrants are prescribed securities and as such, all dealings in the Provisional Rights Shares with Warrants will be by book entry through CDS accounts and will be governed by the SICDA and the Rules of Bursa Depository.

ALL RIGHTS SHARES AND WARRANTS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES AND THE WARRANTS INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND / OR THEIR TRANSFEREE(S) AND / OR THEIR RENOUNCEE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATES OR WARRANT CERTIFICATES WILL BE ISSUED.

It is the intention of our Board to allot the Excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the following priority:-

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, to enhance our public shareholding spread by allocating Excess Rights Shares with Warrants to Entitled Shareholders, transferee(s) and/or renounee(s) who are deemed public according to fixed allocation bands to be determined later based on the quantum of Excess Rights Shares with Warrants applied for;
- (iii) thirdly, for allocation to Entitled Shareholders who have applied for Excess Rights Shares with Warrants on a pro-rata basis and in board lots, calculated based on their respective shareholdings as at the Entitlement Date; and
- (iv) fourthly, the remaining balance (if any) for allocation to transferee(s) and / or renounee(s) (if applicable), who have applied for Excess Rights Shares with Warrants on a pro-rata basis and in board lots, calculated based on the quantum of Excess Rights Shares with Warrants applied for.

Nevertheless, our Board reserves the right to allot any Excess Rights Shares with Warrants applied for under Part I(B) of the RSF in such manner as it deems fit and expedient and in the best interest of our Company subject always to such allocation being made on a fair and equitable basis and that the intention of our Board set out above is achieved. Our Board also reserves the right to accept any Excess Rights Shares with Warrants Application, in full or in part, without assigning any reason.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER

--

NUMBER OF Y&G SHARES HELD AS AT 5.00 P.M. ON 23 OCTOBER 2014	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS ATTACHED TO RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM1.00 PER RIGHTS SHARE (RM)

IMPORTANT RELEVANT DATES AND TIME:	
Entitlement date	: Thursday, 23 October 2014 at 5.00 p.m.
Last date and time for:	
Sale of Provisional Rights Shares with Warrants	: Thursday, 30 October 2014 at 5.00 p.m.
Transfer of Provisional Rights Shares with Warrants	: Tuesday, 4 November 2014 at 4.00 p.m.
Acceptance and payment	: Friday, 7 November 2014 at 5.00 p.m.*
Excess Rights Shares with Warrants Application and payment	: Friday, 7 November 2014 at 5.00 p.m.*
* or such later date and time as our Board, Principal Adviser and Financial Adviser may mutually decide and announce not less than two (2) Market Days before the stipulated date and time.	

By Order of our Board
Wong Keo Rou (MAICSA 7021435)
Company Secretary

Share Registrar
SHAREWORKS SDN BHD (229948-U)
2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan (KL)
Tel No: 603 6201 1120
Fax No: 603 6201 3121 / 6201 5959

NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS RSF

THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE CAPITAL MARKETS AND SERVICES ACT, 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately. All enquiries concerning the Rights Issue with Warrants should be addressed to our Share Registrar, ShareWorks Sdn Bhd, at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur Wilayah Persekutuan (Kl.). **YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING AND SIGNING THIS RSF.**

The Abridged Prospectus, together with the Notice of Provisional Allotment ("NPA") and RSF (collectively, the "Documents"), are only to be despatched to our Shareholders whose names appear in our Record of Depositors as at 5.00 p.m. on 23 October 2014 at their registered address in Malaysia or who have provided our Share Registrar with a registered address in Malaysia in writing by 5.00 p.m. on 23 October 2014. The Documents are not intended to (and will not be made to) comply with the laws of any country or jurisdiction other than Malaysia, are not intended to be (and will not be) issued, circulated or distributed in countries or jurisdictions other than Malaysia and no action has been or will be taken to ensure that the Rights Issue with Warrants complies with the laws of any country or jurisdiction other than the laws of Malaysia. Entitled shareholders and / or their transferee(s) and / or their renounee(s) (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their legal adviser and other professional advisers as to whether the acceptance or renunciation (as the case may be) of all or any part of their Provisional Rights Issue with Warrants, application for Excess Rights Shares with Warrants, or the subscription, offer, sale, resale, pledge or other transfer of the Rights Shares and Warrants would result in the contravention of any law of such countries or jurisdictions. We, AmlInvestment Bank, Newfields and / or other experts shall not accept any responsibility or liability in the event that any acceptance and / or renunciation (as the case may be) of the Provisional Rights Issue with Warrants, application for Excess Rights Shares with Warrants or the subscription, offer, sale, resale, pledge or other transfer of the Rights Shares with Warrants made by any Entitled Shareholders and / or their transferee(s) and / or their renounee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which the Entitled Shareholders and / or their transferee(s) and / or their renounee(s) (if applicable) are residents.

A copy of the Abridged Prospectus has been registered with the SC. The registration of the Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue with Warrants or assumes responsibility for the correctness of any statement made or opinion or report expressed in the Abridged Prospectus. The SC has not, in any way, considered the merits of the securities being offered for investment. A copy of the Documents has also been lodged with the ROC who takes no responsibility for the contents of the Documents.

Approval for, amongst others, the Rights Issue with Warrants has been obtained from our Shareholders at our EGM convened on 11 April 2014. Approval has been obtained from Bursa Securities vide its letter dated 28 February 2014 for, amongst others, the admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Rights Shares, Warrants and the new Shares to be issued arising from the exercise of the Warrants on the Main Market of Bursa Securities. However, this is not an indication that Bursa Securities recommends the Rights Issue with Warrants. The admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Rights Shares, Warrants and the new Shares to be issued arising from the exercise of the Warrants on the Main Market of Bursa Securities are in no way reflective of the merits of the Rights Issue with Warrants. The admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Rights Shares and Warrants will commence after, among others, receipt of confirmation from Bursa Depository that all the CDS accounts of successful Entitled Shareholders and / or their transferee(s) and / or their renounee(s) (if applicable) have been duly credited and notices of allotment have been despatched to them.

Our Directors have seen and approved the Documents and they, collectively and individually, accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable inquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts which if omitted would make any statement in the Documents false or misleading.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia or "RM" in abbreviation. Terms defined in the Abridged Prospectus shall have the same meanings when used in this RSF, unless they are otherwise defined here or other context otherwise requires.

INSTRUCTIONS:

(i) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance until 5.00 p.m. on Friday, 7 November 2014, or such later date and time as our Board, Principal Adviser and Financial Adviser may mutually decide and announce not less than two (2) Market Days before the stipulated date and time. Where the closing date for acceptance is extended from the original closing date, the announcement of such extension will be made not less than two (2) Market Days before stipulated date and time.

(ii) FULL OR PART ACCEPTANCE OF RIGHTS SHARES WITH WARRANTS

If you wish to accept all or part of your entitlement to the Provisional Rights Shares with Warrants, please complete Parts I(A) and II of this RSF in accordance with the notes and instructions contained herein and submit this RSF together with the appropriate remittance made in RM for the full amount payable for the Rights Shares with Warrants accepted in the form of Banker's Draft or Cashier's Order or Money Order or Postal Order drawn on a bank or post office in Malaysia and made payable to "Y&G RIGHTS ISSUE ACCOUNT", crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name in block letters, contact number, address and your CDS account number to be received by our Share Registrar, ShareWorks Sdn Bhd, by 5.00 p.m. on Friday, 7 November 2014 (or such later date and time as our Board, Principal Adviser and Financial Adviser may mutually decide and announce not less than two (2) Market Days before the stipulated date and time). Cheques or other mode(s) of payment are not acceptable.

The payment must be made for the exact amount payable for the Rights Shares with Warrants accepted. Any excess or insufficient payment may be rejected at the absolute discretion of our Board. No acknowledgment will be issued for the receipt of this RSF or the application monies in respect of the Rights Issue with Warrants. However, if your application is successful, a notice of allotment will be despatched to you by ordinary post to the address as shown on our Record of Depositors at your own risk within eight (8) Market Days from the closing date of acceptance and payment for the Provisional Rights Shares with Warrants or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially accepted applications, the full amount or the surplus application monies, as the case may be, will be refunded without interest by ordinary post to the address as shown on our Record of Depositors at your own risk within fifteen (15) market days from the closing date of acceptance and payment for the Provisional Rights Shares with Warrants.

(iii) EXCESS RIGHTS SHARES WITH WARRANTS APPLICATION

If you wish to apply for additional Rights Shares with Warrants in excess of your entitlement, you may do so by completing Part I(B) of this RSF (in addition to Parts I(A) and II) and forwarding it with a separate remittance made in RM for the full amount payable on the Excess Rights Shares with Warrants applied for in the form of Banker's Draft or Cashier's Order or Money Order or Postal Order drawn on a bank or post office in Malaysia and made payable to "Y&G EXCESS RIGHTS ISSUE ACCOUNT", crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name in block letters, contact number, address and your CDS account number to be received by our Share Registrar, ShareWorks Sdn Bhd, by 5.00 p.m. on Friday, 7 November 2014 (or such later date and time as our Board, Principal Adviser and Financial Adviser may mutually decide and announce not less than two (2) Market Days before the stipulated date and time). Cheques or other mode(s) of payment are not acceptable.

The payment must be made for the exact amount payable for the Excess Rights Shares with Warrants applied. Any excess or insufficient payment may be rejected at the absolute discretion of our Board. No acknowledgment will be issued for the receipt of the Excess Rights Shares with Warrants Application or the application monies in respect thereof. However, if your application is successful, a notice of allotment will be despatched to you by ordinary post to the address as shown on our Record of Depositors at your own risk within eight (8) market days from the closing date of application and payment of the Excess Rights Shares with Warrants or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially successful Excess Rights Shares with Warrants Applications, the full amount or the surplus application monies, as the case may be, will be refunded without interest by ordinary post to the address as shown on our Record of Depositors at your own risk within fifteen (15) market days from the closing date of application and payment for the Excess Rights Shares with Warrants.

It is the intention of our Board to allot the Excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the following priority:-

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, to enhance our public shareholding spread by allocating Excess Rights Shares with Warrants to Entitled Shareholders, transferee(s) and/or renounee(s) who are deemed public according to fixed allocation bands to be determined later based on the quantum of Excess Rights Shares with Warrants applied for;
- (iii) thirdly, for allocation to Entitled Shareholders who have applied for Excess Rights Shares with Warrants on a pro-rata basis and in board lots, calculated based on their respective shareholdings as at the Entitlement Date; and
- (iv) fourthly, the remaining balance (if any) for allocation to transferee(s) and / or renounee(s) (if applicable), who have applied for Excess Rights Shares with Warrants on a pro-rata basis and in board lots, calculated based on the quantum of Excess Rights Shares with Warrants applied for.

Nevertheless, our Board reserves the right to allot any Excess Rights Shares with Warrants applied for under Part I(B) of the RSF in such manner as it deems fit and expedient and in the best interest of our Company subject always to such allocation being made on a fair and equitable basis and that the intention of our Board set out above is achieved. Our Board also reserves the right to accept any Excess Rights Shares with Warrants Application, in full or in part, without assigning any reason.

(iv) SALE OR TRANSFER OF PROVISIONAL RIGHTS SHARES WITH WARRANTS

Should you wish to sell or transfer all or part of your entitlement to the Provisional Rights Shares with Warrants to one (1) or more persons, you may do so through your stockbroker for the period up to the last date and time for sale or transfer of the Provisional Rights Shares with Warrants (in accordance with the Rules of Bursa Depository) without first having to request us for a split of the Provisional Rights Shares with Warrants standing to the credit of your CDS account. To sell or transfer all or part of your entitlement to the Provisional Rights Shares with Warrants, you may sell such entitlement on the open market for the period up to the last date and time for sale of the Provisional Rights Shares with Warrants (in accordance with the Rules of Bursa Depository) or transfer such entitlement to such persons as may be allowed under the Rules of Bursa Depository for the period up to the last date and time for transfer of the Provisional Rights Shares with Warrants (in accordance with the Rules of Bursa Depository).

In selling or transferring all or part of your Provisional Rights Shares with Warrants, you are not required to deliver any document, including this RSF, to your stockbroker in respect of the portion of the Provisional Rights Shares with Warrants sold or transferred. You are however advised to ensure that you have sufficient number of Provisional Rights Shares with Warrants standing to the credit of your CDS account before selling or transferring.

Transferee(s) and / or renounee(s) may obtain a copy of this RSF from our registered office, our Share Registrar or Bursa Securities' website at www.bursamalaysia.com.

If you have sold or transferred only part of the Provisional Rights Shares with Warrants, you may still accept the balance of the Provisional Rights Shares with Warrants by completing Parts I(A) and II of this RSF.

(v) GENERAL INSTRUCTIONS

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- (b) A Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this RSF.
- (c) The Rights Shares with Warrants subscribed by the Entitled Shareholders and / or their transferee(s) and / or their renounee(s) (if applicable) will be credited into their respective CDS accounts as stated in this RSF or the exact account(s) appearing on Bursa Depository's record of depositors.
- (d) Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of our Company and our Company shall not be under any obligation to account for such interest or other benefit to you.
- (e) The contract arising from the acceptance of the Provisional Rights Shares with Warrants by you shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising therefrom.
- (f) Our Company reserves the right to accept or reject any acceptance and / or application if the instructions above are not strictly adhered to or which are illegal.
- (g) Entitled shareholders and / or their transferee(s) and / or their renounee(s) should note that this RSF and remittances so lodged with our Share Registrar shall be irrevocable and shall not be subsequently withdrawn.