

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First (21st) Annual General Meeting of the Company will be held at Hotel Sfera, 2479, Jalan Dato' Yu Neh Huat, Taman Samudera, 32040 Sri Manjung, Perak Darul Ridzuan, Malaysia on Friday, 8 December 2023 at 11.30 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial period ended 30 June 2023, together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' Fees of RM235,640 in respect of the financial period ended 30 June 2023. **(Resolution 1)**
3. To approve the payment of Directors' Benefits (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM130,000 from 21st Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 2)**
4. To re-elect Dato' Yu Kuan Huat, DPMP, PMP, AMP, PPT who retiring pursuant to Article 102(a) of the Company's Constitution. **(Resolution 3)**
5. To re-elect the following Directors retiring pursuant to Article 100 of the Company's Constitution:
 - Khong Kam Hou **(Resolution 4)**
 - Oon Seow Ling **(Resolution 5)**
 - Ching Lee Fong **(Resolution 6)**
6. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS, to consider and, if thought fit, pass the following Ordinary Resolutions:

7. **Proposed Renewal of Share Buy Back Authority** **(Resolution 8)**

"That, subject to the Companies Act, 2016, the provisions of the Company's Constitution, the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("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 ("the Proposed Share Buy Back") provided that:-

 - i) 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;
 - ii) the maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy Back 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 Share Buy Back; and
 - iii) the shares purchased by the Company pursuant to the Proposed Share Buy Back may be dealt with in all or any of the following manner (as selected by the Company):-
 - a) the shares so purchased may be cancelled; and/or
 - b) 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
 - c) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled.

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING (cont'd)

7. Proposed Renewal of Share Buy Back Authority (cont'd)

And that any authority conferred by this resolution may only continue to be in force until:

- i) the conclusion of the next Annual General Meeting 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;
- ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- iii) 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 Companies Act, 2016, the provisions of the Constitution of the Company and the Main LR and/or guidelines of the Bursa Securities and all other relevant governmental and/or regulatory authorities."

8. Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature (Resolution 9)

"That, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, 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 2.2 of the Statement/ Circular to Shareholders dated 31 October 2023, provided that such arrangements and/or transactions are:

- i) recurrent transactions of a revenue or trading nature;
- ii) necessary for the day-to-day operations;
- iii) 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
- iv) are not to the detriment of the minority shareholders.

And that the shareholders' 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:

- i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless authority is renewed by a resolution passed at the next Annual General Meeting;
 - ii) the expiration of the period within which the next Annual General Meeting 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
 - iii) revoked or varied by resolution passed by shareholders in a general meeting before the next Annual General Meeting
- whichever is earlier.

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING (cont'd)**8. Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature** (cont'd)

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 Mandate."

9. Proposed Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016 (Resolution 10)

"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 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 AGM of the Company."

10. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

By Order of the Board

CHAN EOI LENG (SSM PC No. 202008003055) (MAICSA 7030866)

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

Company Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia

31 October 2023

NOTES:

- a) A member entitled to attend and vote at the Meeting 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 office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting. All resolutions set out in the Notice of the Meeting are to be voted by poll.

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING (cont'd)**NOTES:** (cont'd)

- f) Depositors who appear in the Record of Depositors as at 29 November 2023 shall be regarded as Member of the Company entitled to attend the 21st Annual General Meeting or appoint one or two proxies to attend, speak and vote on his/her behalf.

EXPLANATORY NOTES TO ORDINARY RESOLUTIONS NO. 3, 4, 5 AND 6

Dato' Dr. Yu Kuan Huat, DPMP, PMP, AMP, PPT who retire by rotation and Khong Kam Hou, Oon Seow Ling and Ching Lee Fong who appointed during the year are due for retirement at this 21st Annual General Meeting 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 Nominating 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.

The profile of the retiring Directors are set out in the Profile of Directors of the 2023 Annual Report.

EXPLANATORY NOTES TO SPECIAL BUSINESS**1) Proposed Renewal of Share Buy Back Authority**

Further information on the above Ordinary Resolution is set out in Part A of the Statement/Circular to Shareholders of the Company.

2) Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature

Further information on the above Ordinary Resolution is set out in Part B of the Statement/Circular to Shareholders of the Company.

3) Proposed Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Resolution 10, if passed, will empower the Directors of the Company, from the date of the above 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 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.

2023 ANNUAL REPORT AND STATEMENT/CIRCULAR TO SHAREHOLDERS

The 2023 Annual Report and Statement/Circular to Shareholders dated 31 October 2023 are available at the Company's website, www.ynhb.com.my. Printed copy of the 2023 Annual Report and Statement/Circular to Shareholders shall be provided to the shareholders within 4 market days from the date of receipt of the request.

**STATEMENT ACCOMPANYING
NOTICE OF THE TWENTY-FIRST ANNUAL GENERAL MEETING
OF YNH PROPERTY BHD
PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF
BURSA MALAYSIA SECURITIES BERHAD**

1. Directors who are standing for re-election

Dato' Dr. Yu Kuan Huat, DPMP, PMP, AMP, PPT who retire by rotation and Khong Kam Hou, Oon Seow Ling and Ching Lee Fong who appointed during the year are due for retirement at this 21st Annual General Meeting pursuant to the Company's Constitution and they are eligible for re-election.

The Board through its Nominating 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.

The profile of the retiring Directors are set out in the Profile of Directors of the 2023 Annual Report.

2. Details of attendance of Directors at Board Meetings

Nine (9) Board Meetings were held during the financial period from 1 January 2022 till 30 June 2023:

28 February 2022
26 April 2022
30 May 2022
26 August 2022
29 November 2022
27 February 2023
25 April 2023
26 April 2023
30 May 2023

Details of attendance of directors at the Board Meetings are as follows:

Name of Directors	Number of Meetings	Number of Meetings Attended
Dato' Dr. Yu Kuan Chon, DIMP, PPT, MBBS	9	9
Dato' Yu Kuan Huat, DPMP, PMP, AMP, PPT	9	9
Dato' Robert Lim @ Lim Git Hooi, DPMP, JP (Resigned on 31 March 2023)	6	5
Ching Nye Mi @ Chieng Ngie Chay (Resigned on 31 May 2023)	9	9
Ding Ming Hea (Resigned on 31 May 2023)	9	9
Khong Kam Hou (Appointed on 31 March 2023)	3	3
Oon Seow Ling (Appointed on 31 March 2023)	3	3
Chin Lee Fong (Appointed on 31 March 2023)	3	3