



YNH PROPERTY BHD

(Company No. 561986-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of YNH Property Bhd (“**YNH**” or the “**Company**”) will be held at Hotel Sfera, 2479, Jalan Dato’ Yu Neh Huat, Taman Samudera, 32040 Sri Manjung, Perak Darul Ridzuan, Malaysia on Wednesday, 3 August 2016 at 11.45 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without any modification, the following resolutions by way of poll:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 88,289,225 NEW ORDINARY SHARES OF RM1.00 EACH IN YNH (“BONUS SHARES”) ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FIVE (5) EXISTING ORDINARY SHARES OF RM1.00 EACH IN YNH (“YNH SHARES” OR “SHARES”) HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE”)

“**THAT**, subject to the passing of Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, approval and authority be and is hereby given to the Board of Directors of the Company (“**Board**” or “**Directors**”) to capitalise an amount of up to RM88,289,225 out of the share premium and/or retained profits of the Company and to apply the same for the purposes of issuing up to 88,289,225 Bonus Shares credited as fully paid-up, on the basis of one (1) Bonus Share for every five (5) YNH Shares held by the shareholders of YNH whose names appear on the Company’s Record of Depositors as at the close of business on the Entitlement Date (“**Entitled Shareholders**”);

AND THAT, the Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with the then existing YNH Shares in issue at that time, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid in respect of which the entitlement date is prior to the date of allotment and issue of the Bonus Shares;

AND THAT, the fractional entitlements (if any) arising from the Proposed Bonus Issue shall be disregarded and/or be dealt with in such manner as the Board in its absolute discretion deems fit, expedient and in the best interest of the Company;

AND THAT, the Directors be and are hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as it may deem fit and/or as may be required, or imposed by the relevant authorities, and to take all steps and to execute all such documents as may be required to implement, finalise and give full effect to the Proposed Bonus Issue.”

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE SCHEME ("SCHEME") INVOLVING UP TO 15% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF YNH (EXCLUDING TREASURY SHARES) AT ANY ONE TIME TO ELIGIBLE DIRECTORS AND EMPLOYEES OF YNH AND ITS SUBSIDIARIES WHICH ARE NOT DORMANT ("PROPOSED ESS")

"THAT subject to the passing of the Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, approval and authority be and is hereby given to the Board to:-

- (a) establish, implement and administer the Proposed ESS for the benefit of eligible Directors and employees of the Company and its subsidiaries which are not dormant ("**YNH Group**") who meet the criteria of eligibility for participation in the Proposed ESS ("**Eligible Persons**") in accordance with the By-Laws governing the Scheme ("**By-Laws**"), a draft of which is set out in Appendix I of the Circular to the shareholders of YNH dated 12 July 2016 ("**Circular**");
- (b) to appoint a trustee to facilitate the implementation and administration of the Proposed ESS ("**Trustee**") and authorise the Trustee to, among others, subscribe for, transfer and/or sell the YNH Shares for the purpose of the implementation and administration of the Proposed ESS and to do all such acts and things and enter into any transaction, agreement, deed, document or arrangement and make rules, regulations or impose terms and conditions or delegate part of its powers as may be necessary or expedient to the administration of the trust as the scheme committee may in its discretion direct for the implementation and administration of the Proposed ESS;
- (c) to authorise the Company and/or procure any one or more of the subsidiaries of the Company to provide, to the extent permitted by law, money or other assistance (financial or otherwise) from time to time (if required) to enable the Trustee to subscribe for new YNH Shares or acquire existing YNH Shares from the open market and/or make payment of equivalent cash value to the Eligible Persons;
- (d) to make necessary applications to Bursa Malaysia Securities Berhad ("**Bursa Securities**") and do all things necessary at the appropriate time or times for permission to deal in and for the listing of and quotation for the new Shares that may hereafter or from time to time be allotted and issued pursuant to the Proposed ESS;
- (e) to modify and/or amend the By-Laws from time to time as may be required provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws;
- (f) to do all such acts and things, execute all such documents and to enter into such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and terms of the By-Laws; and
- (g) to allot and issue such number of new YNH Shares and/or procure for delivery such number of YNH Shares to the Trustee and the Eligible Persons pursuant to the Proposed ESS from time to time which may be available under the Proposed ESS, provided that the maximum number of YNH Shares to be allotted and issued pursuant to the Proposed ESS shall not at any point in time in aggregate exceed 15% of the issued and paid-up share capital of the Company (excluding treasury shares) or such other percentage of the issued and paid-up share capital of the Company (excluding treasury shares) that may be permitted by Bursa Securities or any other relevant authorities from time to time during the duration of the Proposed ESS.

AND THAT the Directors be and are hereby authorised to give effect to the Proposed ESS with full power to assent to any conditions, modifications, variations and/or amendments in any manner as it may deem fit and/or as may be required or imposed by the relevant authorities.

AND THAT the proposed By-Laws of the Proposed ESS as set out in Appendix I of the Circular, be and is hereby approved.”

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM500,000,000 COMPRISING 500,000,000 YNH SHARES TO RM1,000,000,000 COMPRISING 1,000,000,000 YNH SHARES (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”)

“**THAT**, subject to the passing of the Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the authorised share capital of YNH be and is hereby increased from RM500,000,000 comprising 500,000,000 YNH Shares to RM1,000,000,000 comprising 1,000,000,000 YNH Shares by the creation of an additional 500,000,000 new YNH Shares.

AND THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company’s common seal, where necessary) as the Directors may consider necessary, expedient or relevant to give effect to and complete the Proposed Increase in Authorised Share Capital with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital.”

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF SHARE OPTIONS AND/OR GRANT OF YNH SHARES TO DATO’ DR. YU KUAN CHON

“**THAT**, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Dato’ Dr. Yu Kuan Chon, being the Chairman/Executive Director and a major shareholder of the Company, such number of Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of Share options, Shares and/or cash or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management (as defined in the Circular) of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF SHARE OPTIONS AND/OR GRANT OF YNH SHARES TO DATO' YU KUAN HUAT

“THAT, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Dato' Yu Kuan Huat, being the Managing Director and a major shareholder of the Company, such number of Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of Share options, Shares and/or cash or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF SHARE OPTIONS TO DATO' ROBERT LIM @ LIM GIT HOOI

“THAT, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Dato' Robert Lim @ Lim Git Hooi, being the Senior Independent Non-Executive Director of the Company, such number of Share options and, if accepted and exercised by him, to allot and issue such number of Shares comprised in the Share options granted to him from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF SHARE OPTIONS TO CHING NYE MI @ CHIENG NGIE CHAY

“**THAT**, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Ching Nye Mi @ Chieng Ngie Chay, being the Independent Non-Executive Director of the Company, such number of Share options and, if accepted and exercised by him, to allot and issue such number of Shares comprised in the Share options granted to him from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF SHARE OPTIONS TO DING MING HEA

“**THAT**, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Ding Ming Hea, being the Independent Non-Executive Director of the Company, such number of Shares options and, if accepted and exercised by him, to allot and issue such number of Shares comprised in the Share options granted and/or awarded to him from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF SHARE OPTIONS AND/OR GRANT OF YNH SHARES TO DATIN TEH NAI SIM

“**THAT**, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Datin Teh Nai Sim, being a person connected to Dato’ Yu Kuan Huat, the Managing Director of the Company, such number of Shares in the Company which will be vested in her at a specified future date and to allot and issue and/or deliver such number of Share options, Shares and/or cash or combinations thereof comprised in the Proposed ESS granted and/or awarded to her from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF SHARE OPTIONS AND/OR GRANT OF YNH SHARES TO DATIN CHAN SOW KENG

“**THAT**, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Datin Chan Sow Keng, being a person connected to Dato’ Dr. Yu Kuan Chon, the Chairman/Executive Director of the Company, such number of Shares in the Company which will be vested in her at a specified future date and to allot and issue and/or deliver such number of Share options, Shares and/or cash or combinations thereof comprised in the Proposed ESS granted and/or awarded to her from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 11

PROPOSED ALLOCATION OF SHARE OPTIONS AND/OR GRANT OF YNH SHARES TO YU CHONG HUA

“**THAT**, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Yu Chong Hua, being a person connected to Dato’ Dr. Yu Kuan Chon, the Chairman/Executive Director of the Company and Dato’ Yu Kuan Huat, the Managing Director of the Company, such number of Shares in the Company which will be vested in her at a specified future date and to allot and issue and/or deliver such number of Share options, Shares and/or cash or combinations thereof comprised in the Proposed ESS granted and/or awarded to her from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 12

PROPOSED ALLOCATION OF SHARE OPTIONS AND/OR GRANT OF YNH SHARES TO TEH HACK BOON

“**THAT**, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Teh Hack Boon, being a person connected to Dato’ Yu Kuan Huat, the Managing Director of the Company, such number of Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of Share options, Shares and/or cash or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 13

PROPOSED ALLOCATION OF SHARE OPTIONS AND/OR GRANT OF YNH SHARES TO YU HUEI JIUN

“THAT, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Yu Huei Jiun, being a person connected to Dato’ Yu Kuan Huat, the Managing Director of the Company, such number of Shares in the Company which will be vested in her at a specified future date and to allot and issue and/or deliver such number of Share options, Shares and/or cash or combinations thereof comprised in the Proposed ESS granted and/or awarded to her from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 14

PROPOSED ALLOCATION OF SHARE OPTIONS AND/OR GRANT OF YNH SHARES TO LEONARD TAN TONG LOONG

“THAT, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Leonard Tan Tong Loong, being a person connected to Dato’ Yu Kuan Huat, the Managing Director of the Company, such number of Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of Share options, Shares and/or cash or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 15

PROPOSED ALLOCATION OF SHARE OPTIONS AND/OR GRANT OF YNH SHARES TO YU KAI LEUN

“**THAT**, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Yu Kai Leun, being a person connected to Dato’ Yu Kuan Huat, the Managing Director of the Company, such number of Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of Share options, Shares and/or cash or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 16

PROPOSED ALLOCATION OF SHARE OPTIONS AND/OR GRANT OF YNH SHARES TO YU KAI LIANG

“**THAT**, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Yu Kai Liang, being a person connected to Dato’ Yu Kuan Huat, the Managing Director of the Company, such number of Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of Share options, Shares and/or cash or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 17

PROPOSED ALLOCATION OF SHARE OPTIONS AND/OR GRANT OF YNH SHARES TO YU CHONG CHEN

“**THAT**, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Yu Chong Chen, being a person connected to Dato’ Dr. Yu Kuan Chon, the Chairman/Executive Director of the Company and Dato’ Yu Kuan Huat, the Managing Director of the Company, such number of Shares in the Company which will be vested in him at a specified future date and to allot and issue and/or deliver such number of Share options, Shares and/or cash or combinations thereof comprised in the Proposed ESS granted and/or awarded to him from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

ORDINARY RESOLUTION 18

PROPOSED ALLOCATION OF SHARE OPTIONS AND/OR GRANT OF YNH SHARES TO KONG PEI YEE

“**THAT**, subject to the passing of the Ordinary Resolution 2, Ordinary Resolution 3, Special Resolution 1 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Directors be and are hereby authorised at any time and from time to time grant to Kong Pei Yee, being a person connected to Dato’ Dr. Yu Kuan Chon, the Chairman/Executive Director of the Company and Dato’ Yu Kuan Huat, the Managing Director of the Company, such number of Shares in the Company which will be vested in her at a specified future date and to allot and issue and/or deliver such number of Share options, Shares and/or cash or combinations thereof comprised in the Proposed ESS granted and/or awarded to her from time to time, provided always that:-

- (a) not more than fifty percent (50%) of the share options and/or share grants available under the Proposed ESS on any date shall be allocated in aggregate to the directors (including non-executive directors) and Senior Management of the YNH Group; and
- (b) the allocation to an Eligible Person who, either singly or collectively through persons connected with the Eligible Person holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company, shall not exceed ten percent (10%) (or such percentage as the relevant authorities may permit) of the maximum share options and/or share grants available under the Proposed ESS,

subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the Circular.”

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF YNH TO FACILITATE THE PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL (“PROPOSED AMENDMENT”)

“THAT subject to the passing of Ordinary Resolution 3 and the approval of the relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Board to give effect to the alterations, variations and deletions to the Memorandum of Association of YNH in the following manner:

Clause No.	Existing Provision	Proposed Amendment
6	The capital of the Company is RM500,000,000/- divided into 500,000,000 shares of RM 1/- each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The capital of the Company is <u>RM1,000,000,000/-</u> divided into <u>1,000,000,000</u> shares of RM 1/- each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT, the Directors be and are hereby authorised to do all acts and things, and to take all steps and to execute all such documents as may be required to give effect to the Proposed Amendment.

By Order of the Board
YNH PROPERTY BHD

CHAN YOKE YIN (MAICSA 7043743)
CHENG GHEE CHENG (LS 04598)
CHAN EOI LENG (MAICSA 7030866)

Company Secretaries

IPOH, PERAK DARUL RIDZUAN, MALAYSIA
12 JULY 2016

Notes:

- (a) A member entitled to attend and vote at the Extraordinary General Meeting (“EGM”) is entitled to appoint one or two proxies to attend, speak and vote instead of him.
- (b) A proxy may but need not be a member of the Company and there shall be no restriction as 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 specifies the proportions of his holdings to be represented by each proxy.
- (e) The instrument appointing a proxy must be deposited at the registered office of the Company, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM.
- (f) Depositors who appear in the Record of Depositors as at 25 July 2016 shall be regarded as Member of the Company entitled to attend the EGM or appoint one or two proxies to attend, speak and vote on his behalf.