

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third (“23rd”) Annual General Meeting (“AGM”) of YBS INTERNATIONAL BERHAD (“YBS” or “the Company”) will be convened and held at Sri Cengal 1, Level 1, Sunway Hotel, 11, Lebuhr Tenggeri 2, Pusat Bandar Seberang Jaya, 13700 Prai, Pulau Pinang on **Friday, 29 August 2025 at 11:00 am** for the purpose of considering and if thought fit, passing with or without modifications, the resolutions set out in this notice:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2025 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors’ fees of up to RM300,000 to the Independent Non-Executive Directors for the period commencing one day after the 23rd AGM until the conclusion of the next AGM of the Company in 2026 and further, to authorise the Directors to apportion the fees and make payment in the manner as the Directors may determine. **Ordinary Resolution 1**
3. To approve the payment of Directors’ benefits payable of up to RM100,000 for the period commencing one day after the 23rd AGM until the conclusion of the next AGM of the Company in 2026 and further, to authorise the Directors to apportion the fees and make payment in the manner as the Directors may determine. **Ordinary Resolution 2**
4. To re-elect the following Directors who retire in accordance with Paragraph 102(1) of the Company’s Constitution and who, being eligible, offer themselves for re-election:
 - (a) Gor Siew Yeng **Ordinary Resolution 3**
 - (b) Dato’ Dr. Mohd Sofi Bin Osman **Ordinary Resolution 4**
5. To re-appoint Grant Thornton Malaysia PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

6. **RETENTION OF GOR SIEW YENG AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Ordinary Resolution 6**

“THAT approval be and is hereby given to Gor Siew Yeng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM.”
7. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 7**

“THAT subject to the Companies Act 2016 (“the Act”), the Company’s Constitution, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approvals of the relevant government or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued share capital (excluding treasury shares) of the Company for the time being.



NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

7. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (CONT'D) Ordinary Resolution 7

THAT the Directors are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

THAT pursuant to Section 85(1) of the Act to be read together with Paragraph 62(1) of the Constitution of the Company, all new shares or other convertible securities in the Company shall, before they are issued, be first offered to such persons who are entitled to receive notices from the Company of general meetings as at the date of the offer in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled ("**Pre-emptive Rights**").

AND THAT should this resolution be passed by the shareholders, this resolution shall have the effect of the shareholders having agreed to irrevocably waive their Pre-emptive Rights pursuant to Section 85(1) of the Act and Paragraph 62(1) of the Constitution of the Company in respect of the new shares to be issued and allotted by the Company and the issuance of such new shares of the Company will result in a dilution to their shareholding percentage in the Company. Subsequent to the passing of this resolution, if this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect.

AND THAT the new shares to be issued shall, upon issuance and allotment, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

8. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES ("PROPOSED SHARE BUY-BACK") Ordinary Resolution 8

"THAT subject to the Act, the Company's Constitution, the Listing Requirements and the approvals of the relevant government or regulatory authorities, where applicable, the Directors of the Company be and are hereby authorised to make purchases of the Company's shares 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, necessary and expedient in the interest of the Company, provided that:-

- (a) the aggregate number of ordinary shares which may be purchased by the Company shall not exceed ten percent (10%) of the total number of issued shares (including treasury shares) of the Company at any point in time of the said purchase(s);
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained earnings of the Company at the time of purchase; and
- (c) the authority conferred by this resolution will be effective immediately upon the passing of this Resolution and shall continue to be in force until:
 - (i) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting,

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

8. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES ("PROPOSED SHARE BUY-BACK") (CONT'D) Ordinary Resolution 8

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant government or regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:

- (a) to cancel all the ordinary shares so purchased; or
- (b) to retain the ordinary shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or transfer for the purpose of or under an employee share option scheme or as part of purchase consideration; or
- (c) to retain part thereof as treasury shares and cancel the remainder; or
- (d) in such other manner as Bursa Securities and such other relevant authorities may allow from time to time.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including executing all such documents as may be required) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the Directors may deem fit and expedient in the best interests of the Company."

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

By Order of the Board

Ong Tze-En

MAICSA 7026537 | SSM PC No. 202008003397

Company Secretary

Penang, 31 July 2025

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Notes:

Appointment of Proxy

1. A member entitled to attend, participate, speak and vote is entitled to appoint up to two (2) proxies to attend, participate, speak and vote instead of him/her. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. A proxy may but need not be a member.
2. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An Exempt Authorised Nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
3. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing, or if the member is a corporation, shall either be executed under the corporation's common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
4. For a proxy to be valid, the Proxy Form duly completed must be deposited at the Share Registrar's office at Mega Corporate Services Sdn. Bhd. at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur or emailed to mega-sharereg@megacorp.com.my, not less than forty-eight (48) hours before the time for holding the meeting PROVIDED that in the event the member duly executes the Proxy Form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the Proxy Form, other than the particulars of the proxy have been duly completed by the member(s). For those who have emailed the Proxy Form, please submit the original document at any time before the time appointed for holding the meeting or to the registration staff on the meeting day for the Company's records.
5. A member of the Company is permitted to give the Company notice of termination of a person's authority to act as proxy not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. The notice of termination must be in writing and be deposited at the Registered Office of the Company, 170-09-01 Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang.
6. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors ("ROD") as at **22 August 2025** and only a Depositor whose name appears on such ROD shall be eligible to attend this meeting or appoint proxy to attend and/or vote on his/her behalf.

Explanatory Notes:

1. Ordinary Resolutions 1 and 2 on Directors' fees and benefits payable

Directors' fees and benefits payable have been reviewed by the Remuneration Committee ("RC") and the Board of Directors ("Board") which recognise that the Directors' fees and benefits payable are in the best interest of the Company. Directors' fees are solely for the Independent Non-Executive Directors ("INEDs"). The amount also includes contingency sum to cater for unforeseen circumstances such as the appointment of any additional INEDs, additional unscheduled meetings of Board and Board Committees (collectively, the Nominating Committee ("NC"), RC and Audit, Sustainability and Risk Committee ("ASRC")) and/or for the formation of additional Board Committees.

Upon approval, this will facilitate payment of Directors' fees and benefits payable on current financial year basis, based on the current board size and assuming that all Directors shall hold office until the end of the financial year. In the event the proposed Directors' fees and benefits payable are insufficient (due to enlarged board size, if any), approval will be sought at the next AGM for additional fees to meet the shortfall. It will also authorised payment to be made by the Company on a monthly basis and/or as and when incurred. The Board is of the view that the payment arrangement is fair and equitable particularly after they have discharged their responsibilities and rendered their services to the Company throughout the relevant period. This approval shall continue to be in force until the conclusion of the next AGM of the Company in 2026.

Details of Directors' fees and benefits paid/payable for the financial year ended 31 March 2025 are enumerated under the Corporate Governance Overview Statement in the Annual Report 2025.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Explanatory Notes (Cont'd):

2. Ordinary Resolutions 3 and 4 on re-election of Directors

Information on the Directors standing for re-election under Ordinary Resolutions 3 and 4 are set out under Profile of Directors in the Annual Report 2025. The retiring Directors had abstained from deliberation and decision on their own eligibility to stand for re-election at meetings of the NC and Board, as applicable. The retiring Directors do not have any conflict of interest with the Company and its subsidiaries ("the Group"). The Board approved the recommendations from the NC and is supportive of the re-election of the retiring Directors based on the justifications below:

Gor Siew Yeng is an INED of the Company. She chairs the RC. She has fulfilled the requirements on independence as set out in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements"). She has extensive experience and knowledge in the fields of legal, human resource and compliance. She has demonstrated her objectivity through her proactive engagements during meetings of the Board and Board Committees by sharing valuable, relevant, independent and impartial insights, views and opinions on issues tabled for discussion. She also exercised due care and carried out her professional duties proficiently and effectively.

Dato' Dr. Mohd Sofi Bin Osman was appointed as INED of the Company on 22 March 2023 and assumed the role as a Chairman on 28 July 2023. He has significant experience in engineering, semiconductor innovation, and global operations. He has demonstrated his objectivity through his proactive engagements during meeting of the Board by sharing valuable, relevant, independent and impartial insights, views and opinions on issues tabled for discussion. He has exercised due care and carried out his professional duties proficiently and effectively throughout his tenure as a Director of the Company.

3. Ordinary Resolution 6 on Retention as Independent Non-Executive Director

The proposed Ordinary Resolution 6, if passed, will retain Gor Siew Yeng as INED of the Company to fulfill the requirements of Rule 3.08 of the Listing Requirements and in line with the Practice 5.3 of the Malaysian Code on Corporate Governance issued by the Securities Commission on 28 April 2021.

The Board intends to retain the services of Gor Siew Yeng who has served the Board as INEDs since her appointment as INED on 01 July 2014. The NC (with the exception of Gor Siew Yeng who abstained from deliberation and voting on her retention as INED) had evaluated her performance as INED especially with regards to her ability to remain independent and is satisfied with her ability to continue to act as INED and to act in the best interest of the Company and the Group. The justifications to retain her as INED is set out in the Corporate Governance Report.

Her continuation to serve as INED will ensure that the Group will not suffer from a sudden loss of skilled and experienced directors and enable the Group to have adequate time to identify new candidates to serve as future INED.

4. Ordinary Resolution 7 on Authority to Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

This Ordinary Resolution 7, is for the purpose of granting a renewed general mandate ("General Mandate") and if passed, will give authority to the Board to issue and allot ordinary shares up to a maximum of ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 29 August 2024 and which will lapse at the conclusion of the 23rd AGM.

The General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions as well as to avoid any delay and cost in convening general meeting to specifically approve such an issuance of shares.

The waiver of pre-emptive rights pursuant to Section 85(1) of the Act and Paragraph 62(1) of the Company's Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

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.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Explanatory Notes (Cont'd):

5. Ordinary Resolution 8 on Proposed Renewal of Authority for the Company to Purchase its Own Ordinary Shares

This Ordinary Resolution, if passed, will empower the Directors of the Company to exercise the power of the Company to purchase its own shares. The total number of shares purchased shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being. This authority will, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required to be held, whichever occurs first.

Please refer to the Statement to Shareholders in relation to Share Buy-Back as incorporated in the Annual Report 2025 for further information.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Rule 8.29 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

No individual is standing for election as a Director at the forthcoming 23rd AGM of the Company.