

**YBS INTERNATIONAL BERHAD**  
Registration No. 200201014380 (582043-K)  
(Incorporated in Malaysia)

Minutes of the Twentieth Annual General Meeting of the Company held at Iconic 5, Level 7, The Iconic Hotel, 71, Jalan Icon City, Icon City, Bukit Mertajam, 14000 Penang on Thursday, 25 August 2022 at 11:00 a.m.

Attendance

As per Attendance List

The Meeting commenced at 11.00 a.m. with the requisite quorum being present.

Notice

The Notice convening the Meeting was taken as read.

**1. CHAIRMAN'S ADDRESS**

The Chairman of the Company, YBhg Dato' (Dr) Pahamin Ab Rajab wished all members present a very good morning and welcomed them to the Company's Twentieth Annual General Meeting. Upon the confirmation of a quorum being present, YBhg Dato' Chairman then proceeded to conduct the Meeting and briefed the Meeting on the financial performance and prospects of the Group.

**2. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND OF THE AUDITORS THEREON**

The Audited Financial Statements for the financial year ended 31 March 2022 together with the Reports of the Directors and of the Auditors thereon (FS 2022), copies of which have been circulated, were tabled before the Meeting.

In view that the tabling of FS 2022 is only meant for discussion, it shall not be put forward for voting. Hence, YBhg Dato' Chairman declared that the FS 2022 now laid before the meeting, be received.

**3. AGENDA**

To facilitate a smooth voting process, YBhg Dato' Chairman read out the Ordinary Resolution 1 to 13 and then proceed to address the questions and clarifications raised by shareholders.

The meeting was informed that all the Proposed Resolutions to be determined by electronic poll voting. As declared, Mega Business Consultancy Unit was appointed as scrutineer for the polling exercise.

**3. TO APPROVE THE PAYMENT OF DIRECTORS' FEES**

The Proposed Ordinary Resolution 1 is to approve the proposed payment of Directors' Fees of up to RM188,666/- for the period from 1 September 1, 2022 until the next Annual General Meeting of the Company.

**4. TO APPROVE THE DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEE)**

The Proposed Ordinary Resolution 2 is to approve the Directors' benefits (excluding Directors' Fee) payable of up to RM47,000/- for the period from 1 September 2022 until the next Annual General Meeting of the Company.

Chairman's Signature



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**5. TO RE-ELECT MR. YONG SWEE CHUAN, A DIRECTOR RETIRING UNDER PARAGRAPH 102 OF THE COMPANY'S CONSTITUTION**

The Proposed Ordinary Resolution 3 is to re-elect Mr. Yong Swee Chuan, a Director retiring under Paragraph 102 of the Company's Constitution and who, being eligible offer himself for re-election.

**6. TO RE-ELECT MS. GOR SIEW YENG, A DIRECTOR RETIRING UNDER PARAGRAPH 102 OF THE COMPANY'S CONSTITUTION**

The Proposed Ordinary Resolution 4 is to re-elect Ms. Gor Siew Yeng, a Director retiring under Paragraph 102 of the Company's Constitution and who, being eligible offer herself for re-election

**7. RE-APPOINTMENT OF AUDITORS**

The Proposed Ordinary Resolution 5 is to re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration.

**8. AS SPECIAL BUSINESS – MR. LOW HEE CHUNG TO CONTINUE IN OFFICE AS THE INDEPENDENT DIRECTOR**

The Proposed Ordinary Resolution 6 is to authorise Mr. Low Hee Chung to continue to serve as an Independent Non-Executive Director of the Company.

**9. AS SPECIAL BUSINESS – MS. GOR SIEW YENG TO CONTINUE IN OFFICE AS THE INDEPENDENT DIRECTOR**

The Proposed Ordinary Resolution 7 is to authorise Ms. Gor Siew Yeng to continue to serve as an Independent Non-Executive Director of the Company.

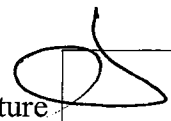
**10. AS SPECIAL BUSINESS – AUTHORITY TO ISSUE SHARES**

The Proposed Ordinary Resolution 8 is to approve the authority to issue Shares up to 10% of the total number of issued shares of the Company for the time being, pursuant to Companies Act 2016 and approvals from the relevant authorities where necessary.

**11. AS SPECIAL BUSINESS – RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES**

The Proposed Ordinary Resolution 9 is to approve the proposed renewal of authority to purchase of its own shares of up to 10% of the total number of issued shares of the Company.

Chairman's Signature



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**12. AS SPECIAL BUSINESS – PROPOSED GRANTING OF ESOS OPTIONS**

YBhg Dato' Chairman informed that the Proposed Resolution 10 to 13 are related to Proposed Granting of ESOS Options to Dato' Jimmy Ong Chin Keng and the Interested Persons Connected to Directors and Major Shareholders of the Company, in the manner as set out in the Circular to Shareholders dated July 29, 2022.

The affected director, major shareholders and Interested Persons Connected who are deemed interested in the Proposed Granting of ESOS Options have and will continue to abstain from deliberating and voting, on the resolutions pertaining to their respective allocations and allocations to persons connected with them, if any, under the Proposed Granting of ESOS Options. They have also undertaken to ensure that persons connected with her, if any, will abstain from voting, in respect of their direct and/or indirect shareholdings in the Company, if any, on the relevant resolution.

The Proposed Ordinary Resolution 10 is to approve the Proposed Granting of ESOS Options to Dato' Jimmy Ong Chin Keng.

The Proposed Ordinary Resolution 11 is to approve the Proposed Granting of ESOS Options to Yong, Li-Xiang.

The Proposed Ordinary Resolution 12 is to approve the Proposed Granting of ESOS Options to Yong Swee Fung.

The Proposed Ordinary Resolution 13 is to approve the Proposed Granting of ESOS Options to Chew Tin Hor.

**13. ADDRESS OF QUESTIONS AND CONCERNS**

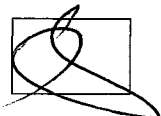
Mr. Yong Chan Cheah (Mr. Jackie Yong) was invited to address the questions and concerns received from shareholders or proxies.

Mr. Jackie Yong informed that the Company had received a letter from the Minority Shareholders Watch Group ("MSWG") concerning the Operational and Financial Matters. He then proceed to read out the reply to MSWG.

The questions and concerns raised by MSWG, shareholders and proxies were summarized in Appendix I attached.

Upon conclusion of addressing the concerns/questions raised, YBhg Dato' Chairman was invited to continue the Meeting. YBhg Dato' Chairman then declared that the close of the Q&A session at 11:40 a.m.

Chairman's Signature



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**14. BRIEFING ON VOTING PROCEDURES**

The Polling Administrator, Mega Corporate Services Sdn. Bhd. was invited to brief on the voting procedures.

The Meeting was adjourned at 11.50 a.m. to facilitate the calculation of polling results.

**15. ANNOUNCEMENT OF POLL RESULTS**

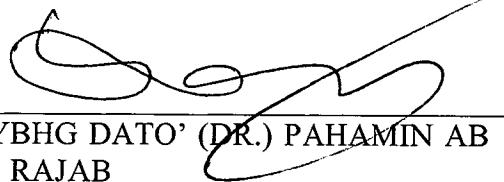
At 12:05 noon the Meeting was called to order. After the conclusion of the Scrutineers' validation of the votes cast, YBhg Dato' Chairman announced the results of the poll as reflected in the *attachment*.

Based on the poll results, YBhg Dato' Chairman declared that the Ordinary Resolutions 1 to 13 tabled at the 20<sup>th</sup> AGM (as set out in the Notice of the 20<sup>th</sup> AGM of the Company dated 29 July 2022) were carried.

**16. CLOSE OF MEETING**

For the record, the Chairman notified the Meeting that the Company has not received any notice of motion from the shareholders of the Company since the despatch of the notice of Twentieth Annual General Meeting, as such, the Meeting be concluded at 12:10 noon with a vote of thanks to the Chair.

Confirmed as a correct record

  
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YBHG DATO' (DR.) PAHAMIN AB  
RAJAB  
Chairman

**YBS INTERNATIONAL BERHAD**  
**20th Annual General Meeting – Poll Voting Result**

I, Yip Yih Peng from Mega Business Consultancy Division, are pleased to confirm the polling result at the 20th Annual General Meeting of YBS International Berhad on Thursday, 25 August 2022 at 11.00 a.m. is true and correct.

We hereby tabulate the polling result as below accordingly:-

		VOTE FOR		VOTE AGAINST		RESULT
ORDINARY RESOLUTIONS	NO. OF VOTES	NO. OF SHARES	%	NO. OF VOTES	NO. OF SHARES	%
1. To approve the payment of Directors' Fees of up to RM188,666/- for the period from 1 September 2022 until the next Annual General Meeting.	53	110,521,457	99.9774	3	25,000	0.0226
2. To approve the Directors' benefits (excluding Directors' Fee) payable of up to RM47,000/- for the period from 1 September 2022 until the next Annual General Meeting of the Company.	53	110,521,457	99.9774	3	25,000	0.0226
3. To re-elect Mr. Yong Swee Chuan, a Director retiring pursuant to the paragraph 102 of the Company's Constitution, and who being eligible, offered himself for re-election.	55	110,534,457	99.9891	1	12,000	0.0109
4. To re-elect Ms. Gor Siew Yeng, a Director retiring pursuant to the paragraph 102 of the Company's Constitution, and who being eligible, offered herself for re-election.	56	110,546,457	100.0000	0	0	0.0000
5. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	56	110,546,457	100.0000	0	0	0.0000
6. To authorise Mr. Low Hee Chung to continue to serve as Independent Non-Executive Director of the Company.	7	73,540,357	100.0000	0	0	0.0000
	49	37,006,100	100.0000	0	0	0.0000
7. To authorise Ms. Gor Siew Yeng to continue to serve as Independent Non-Executive Director of the Company.	7	73,540,357	100.0000	0	0	0.0000
	49	37,006,100	100.0000	0	0	0.0000
8. To approve the Authority to Issue Shares pursuant to the Companies Act 2016 and approvals from the relevant authorities where necessary.	55	110,543,457	99.9973	1	3,000	0.0027

9.	To approve the Renewal of Authority to Purchase the Company's Own Shares.	55	110,543,457	99.9973	1	3,000	0.0027	CARRIED
10.	Proposed Granting of ESOS Options to Dato Jimmy Ong Chin Ke	49	107,555,457	97.2944	7	2,991,000	2.7057	CARRIED
11.	Proposed Granting of ESOS Options to Yong Li-Xiang.	43	34,027,100	91.9500	6	2,979,000	8.0500	CARRIED
12.	Proposed Granting of ESOS Options to Yong Swee Fung	40	27,257,100	90.1475	6	2,979,000	9.8525	CARRIED
13.	Proposed Granting of ESOS Options to Chew Tin Hor	40	27,257,100	90.1475	6	2,979,000	9.8525	CARRIED

We further confirm that we have reviewed and carry out some test on the polling system proxies / members received and registered. We observe the entire voting process, the work flow and have diligently verified the accuracy and satisfactory of the polling result.

**MEGA BUSINESS CONSULTANCY DIVISION**

Verified by :

  
Yip Yih Peng  
(25/08/2022)