



## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Fifth (5th) Annual General Meeting of Ygi Convergence Berhad (or "the Company") will be held at G Hotel, 168-A Persiaran Gurney, 10250 Penang on Tuesday, 16 June 2009 at 11.00 a.m. for the following purposes:-

### As Ordinary Business:-

1. To receive the Audited Financial Statements for the financial year ended 31 December 2008 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of RM55,000 for the financial year ended 31 December 2008.
3. To re-elect Dato' Muhammad Farid bin Haji Ahmad Ridhwan who is retiring in accordance with Article 29.1 of the Company's Articles of Association and is being eligible, offering himself for re-election.
4. To re-elect Mr. Chong Kai Min who is retiring in accordance with Article 29.1 of the Company's Articles of Association and is being eligible, offering himself for re-election.
5. To re-elect Madam Tan Hoay Leng who is retiring in accordance with Article 29.6 of the Company's Articles of Association and is being eligible, offering herself for re-election.
6. To appoint the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**Resolution 1**

**Resolution 2**

**Resolution 3**

**Resolution 4**

Notice of Nomination from a shareholder pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto and marked as "Appendix I" has been received by the Company for the nomination of Messrs Mazars who have given their consent to act, for appointment as Auditors in place of the retiring Auditors, Messrs Moores Rowland and of the intention to propose the following Ordinary Resolution:-

**"THAT** Messrs Mazars be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Moores Rowland and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

**Resolution 5**

### As Special Business:-

7. To consider and if thought fit, to pass the following resolution with or without modification:-

#### Ordinary Resolution:-

#### Authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965

**"THAT** subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and the Directors 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 THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**Resolution 6**

By Order of the Board,

**OUI ENG CHOO (BC/O/102)**  
**THUM SOOK FUN (MAICSA 7025619)**  
Company Secretaries

Penang  
Date: 25 May 2009



## Notice of Annual General Meeting (cont'd)

### **Explanatory Note to Special Business:-**

#### **Resolution 6 - Authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965**

*The Resolution 6 above, if passed, will empower the Directors to issue shares up to 10% of the issued capital of the Company for the time being for such purposes as the Directors may consider to be in the interest of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or the expiration within which the next Annual General Meeting is required by law to be held, whichever is earlier.*

### **Notes:-**

1. A Member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint up to 2 proxies to attend and vote in his stead. A proxy may, but need not be a Member and the provisions of Section 149(1)(a), (b) and (c) of the Companies Act, 1965 shall not apply to the Company. If a Member appoints 2 proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. Where a Member of the Company is an authorised nominee as defined under the Securities Industries (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. The instrument appointing a proxy shall be in writing executed by or on behalf of the appointor or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy or (in the case of a power of attorney appointing an attorney) such power of attorney or a notarially certified copy of such power of attorney and any authority under which such proxy or power of attorney is executed or a copy of such authority certified notarially or in some other way approved by the Directors shall be deposited at the Registered Office of the Company at No. 10, China Street, 10200 Penang at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument or power of attorney proposes to vote.



## Statement Accompanying Notice Of Annual General Meeting

### DIRECTORS STANDING FOR RE-ELECTION

The Directors standing for re-election at the 5th Annual General Meeting of the Company to be held at G Hotel, 168-A Persiaran Gurney, 10250 Penang on Tuesday, 16 June 2009 at 11.00 a.m. are as follow:-

| Name of Directors                              | Details of individual Director standing for re-election |
|--|---|
| Dato' Muhammad Farid<br>Bin Haji Ahmad Ridhwan | Refer to pages 8, 9 and 86 of the Annual Report         |
| Mr. Chong Kai Min                              | Refer to pages 8, 9 and 86 of the Annual Report         |
| Madam Tan Hoay Leng                            | Refer to pages 7, 9 and 86 of the Annual Report         |



## Notice of Nomination of Auditors

### Appendix I

## YEAP CHOR BENG & SONS SDN. BHD. (122818-U)

Registered Office: 2-1-25A Harbour Trade Centre, No. 2 Gat Lebu Macallum, 10300 Penang.

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Date: 27 April 2009

The Board of Directors  
YGL CONVERGENCE BERHAD  
Suite 18.05, MWE Plaza,  
No. 8, Lebu Farquhar,  
10200 Penang.

Dear Sirs,

### NOTICE OF NOMINATION OF MESSRS MAZARS AS AUDITORS

Pursuant to Section 172 (11) of the Companies Act 1965, We, being a shareholder Ygl Convergence Bhd ("the Company"), hereby give notice of our nomination of Messrs Mazars for appointment as Auditors of the Company in place of the retiring Auditors, Messrs Moores Rowland and of our intention to propose the following resolution as an Ordinary Resolution at the forthcoming Fifth Annual General Meeting of the Company:

**"THAT** Messrs Mazars be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Moores Rowland and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

Yours faithfully,  
for and on behalf of  
Yeap Chor Beng & Sons Sdn Bhd

Director