

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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**YB VENTURES BERHAD**  
**(Company No.: 200001013437 / 516043-K)**  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED BONUS ISSUE OF UP TO 749,319,778 FREE WARRANTS IN YB VENTURES BERHAD (“YBVB”) (“WARRANTS”) ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES IN YBVB HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Adviser*



The Notice of the Extraordinary General Meeting (“EGM”) of YBVB will be held and conducted by way of virtual meeting entirely through live streaming via Remote Participation and Voting Facilities from the Online Meeting Platform of Vote2U Online operated by Agmo Digital Solutions Sdn. Bhd. in Malaysia via the link at <https://web.vote2u.my> on Friday, 20 May 2022 at 11.00 a.m., or at any adjournment thereof. The Proxy Form should be lodged at YBVB’s Share Registrar’s Office at Aldpro Corporate Services Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia not less than forty-eight (48) hours before the time appointed for the EGM or any adjournment thereof. The lodgement of the Proxy Form will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

**IMPORTANT DATES**

Last date and time for lodging the Proxy Form : Wednesday, 18 May 2022 at 11.00 a.m.  
Date and time for the EGM : Friday, 20 May 2022 at 11.00 a.m.

This Circular is dated 22 April 2022

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## DEFINITIONS

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In this Circular, unless otherwise indicated, the following words and abbreviations shall have the following meanings:-

“Act”	:	The Companies Act 2016
“Board”	:	Board of Directors of YBVB
“Bursa Depository”	:	Bursa Malaysia Depository Sdn. Bhd. (198701006854 / 165570-W)
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (200301033577 / 635998-W)
“Circular”	:	This circular dated 22 April 2022 to the shareholders of YBVB in relation to the Proposed Bonus Issue of Warrants
“Deed Poll”	:	The deed poll to be executed by the Company constituting the Warrants and governing the rights of the Warrant holders
“EGM”	:	Extraordinary general meeting
“Entitled Shareholders”	:	Shareholders of YBVB whose name appear in the Record of Depositors at the close of business on the Entitlement Date
“Entitlement Date”	:	The date to be determined and announced by the Board after the approvals from the relevant authorities and shareholders of the Company have been obtained, for the purpose of determining the entitlements of the shareholders of YBVB for the Proposed Bonus Issue of Warrants
“EPS”	:	Earnings per Share
“ESOS”	:	Employees’ share option scheme of the Company
“Exercise Price”	:	The exercise price of the Warrants pursuant to the Proposed Bonus Issue of Warrants
“FYE”	:	Financial year ended/ending 31 December, as the case may be
“FPE”	:	Financial period ended
“ICULS”	:	Five (5)-year, 0.10%, irredeemable convertible unsecured loan stocks issued by the Company
“Indicative Exercise Price”	:	The indicative exercise price of the Warrants at RM0.40 each pursuant to the Proposed Bonus Issue of Warrants
“KAF IB”	:	KAF Investment Bank Berhad (197401003530 / 20657-W)
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities
“LPD”	:	4 April 2022, being the latest practicable date prior to the printing of this Circular
“Maximum Scenario”	:	749,319,778 Warrants will be issued on the assumption that all the 808,616 treasury shares held by the Company will be resold to the market at cost and all outstanding 1,207,328,387 ICULS will be converted into 1,207,328,387 new YBVB Shares by surrendering one (1) ICULS together with RM0.44 in cash for one (1) new YBVB Share at a conversion price of RM0.48 each on or prior to the Entitlement Date
“Minimum Scenario”	:	145,251,277 Warrants will be issued on the assumption that none of the treasury shares held by the Company will be resold to the market and none of the outstanding ICULS will be converted into new YBVB Share on or prior to the Entitlement Date

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**DEFINITIONS (CONT'D)**

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“NA”	:	Net assets
“Proposed Bonus Issue of Warrants”	:	Proposed bonus issue of up to 749,319,778 Warrants on the basis of one (1) Warrant for every two (2) YBVB Shares held on the Entitlement Date
“Record of Depositors”	:	A record of securities holders established by Bursa Depository under the Rules of Bursa Depository
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“Rules of Bursa Depository”	:	The rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991 as amended from time to time, including the Securities Industry (Central Depositories) Amendment Act, 1998
“VWAMP”	:	Volume weighted average market price
“Warrant(s)”	:	The three (3)-year free warrants in YBVB to be issued pursuant to the Proposed Bonus Issue of Warrants
“YBVB” or the “Company”	:	YB Ventures Berhad (200001013437 / 516043-K)
“YBVB Group” or the “Group”	:	YBVB and its subsidiaries, collectively
“YBVB Share(s)” or “Share(s)”	:	Ordinary share(s) in the Company

Words denoting the singular number only shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include a body of persons, corporate or unincorporated (including a trust). Any reference to a time of day shall be a reference to Malaysian time, unless otherwise stated. Any reference to any statute is a reference to that statute as for the time being amended or re-enacted.

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## EXECUTIVE SUMMARY

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This Executive Summary only highlights the key information of this Circular. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Circular before making a decision on the Proposed Bonus Issue of Warrants.

<u>Key information</u>	<u>Description</u>	<u>Reference to Circular</u>
<b>Summary of the Proposed Bonus Issue of Warrants</b>	<p>The Proposed Bonus Issue of Warrants entails the issuance of up to 749,319,778 Warrants on the basis of one (1) Warrant for every two (2) existing YBVB Shares held by the Entitled Shareholders on the Entitlement Date. The Entitlement Date will be determined and announced at a later date upon receipt of all relevant approvals for the Proposed Bonus Issue of Warrants.</p> <p>For illustrative purpose only, the pro forma effects of the Proposed Bonus Issue of Warrants shall be based on the following illustrations:-</p> <p>Minimum Scenario – 145,251,277 Warrants will be issued on the assumption that none of the treasury shares held by the Company will be resold to the market and none of the outstanding ICULS will be converted into new YBVB Share on or prior to the Entitlement Date; and</p> <p>Maximum Scenario – 749,319,778 Warrants will be issued on the assumption that all the 808,616 treasury shares held by the Company will be resold to the market at cost and all outstanding 1,207,328,387 ICULS will be converted into 1,207,328,387 new YBVB Shares by surrendering one (1) ICULS together with RM0.44 in cash for one (1) new YBVB Share at a conversion price of RM0.48 each on or prior to the Entitlement Date.</p>	Section 2
<b>Rationale</b>	<p>After taking into consideration all options available, the Board is of the view that the Proposed Bonus Issue of Warrants is the most appropriate avenue of rewarding the shareholders of YBVB for their continuous support and loyalty towards YBVB by enabling them to have greater participation in a derivative of the Company without incurring any cost. Further, the Proposed Bonus Issue of Warrants also serves to:-</p> <ul style="list-style-type: none"><li>(i) provide the Entitled Shareholders an opportunity to increase their equity participation in the Company at the Exercise Price during the tenure of the Warrants and at the same time, stand to benefit from potential capital gain in the event of Share price appreciation through the exercise of the Warrants;</li><li>(ii) provide an additional source of funds for the Group's working capital requirements from the proceeds arising from the exercise of the Warrants without incurring interest costs as compared to the borrowings from financial institutions; and</li><li>(iii) strengthen the Company's capital base and shareholders' funds, as and when the Warrants are exercised.</li></ul>	Section 3

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**EXECUTIVE SUMMARY (CONT'D)**

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<b><u>Key information</u></b>	<b><u>Description</u></b>	<b><u>Reference to Circular</u></b>
<b>Approvals required</b>	<p>: The Proposed Bonus Issue of Warrants is subject to the following approvals being obtained:-</p> <p>(i) Bursa Securities for:-</p> <p>(a) the admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Warrants on the Main Market of Bursa Securities; and</p> <p>(b) the listing of and quotation for the new YBVB Shares to be issued arising from the exercise of Warrants on the Main Market of Bursa Securities;</p> <p>(ii) shareholders of YBVB for the Proposed Bonus Issue of Warrants at an EGM to be convened; and</p> <p>(iii) any other relevant authorities and/or parties, if required.</p>	Section 5
<b>Directors' Statement and Recommendation</b>	<p>: The Board, after having considered all aspects of the Proposed Bonus Issue of Warrants, including but not limited to the rationale and financial effects of the Proposed Bonus Issue of Warrants, is of the opinion that the Proposed Bonus Issue of Warrants is in the best interest of the Company and accordingly, on the basis above, recommends you to vote in favour of the resolution in relation to the Proposed Bonus Issue of Warrants to be tabled at the forthcoming EGM.</p>	Section 8

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# YB VENTURES BERHAD

**YB VENTURES BERHAD**  
**(Registration No.: 200001013437 / 516043-K)**  
(Incorporated in Malaysia)

**Registered Office:**  
Level 5, Block B  
Dataran PHB, Saujana Resort  
Section U2  
40150 Shah Alam  
Selangor

22 April 2022

## **BOARD OF DIRECTORS**

Tan Sri Dato' Sri Dr. Ali Bin Hamsa (Independent and Non-Executive Chairman)  
Datuk Au Yee Boon (Executive Director)  
Lee Boon Siong (Executive Director)  
Tan Eik Huang (Executive Director)  
Dato' Sri Gan Chow Tee (Independent and Non-Executive Director)  
Kok Soke Kuen (Independent and Non-Executive Director)

## **To: The Shareholders of YBVB**

Dear Sir/Madam,

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## **PROPOSED BONUS ISSUE OF WARRANTS**

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### **1.0 INTRODUCTION**

On 24 January 2022, KAF IB had, on behalf of the Board, announced that YBVB is proposing to undertake a bonus issue of up to 749,319,778 Warrants on the basis of one (1) Warrant for every two (2) existing YBVB Share held by the Entitled Shareholders on the Entitlement Date.

On 11 April 2022, KAF IB had, on behalf of the Board, announced that Bursa Securities had vide its letter dated 11 April 2022, resolved to approve the following:-

- (i) the admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Warrants on the Main Market of Bursa Securities; and
- (ii) the listing of and quotation for the new YBVB Shares to be issued arising from the exercise of Warrants on the Main Market of Bursa Securities.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE THE SHAREHOLDERS OF YBVB WITH THE DETAILS OF THE PROPOSED BONUS ISSUE OF WARRANTS AND TO SEEK YOUR APPROVAL ON THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE OF WARRANTS TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE FORTHCOMING EGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED HERewith IN THIS CIRCULAR.**

**SHAREHOLDERS OF YBVB ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE OF WARRANTS TO BE TABLED AT THE FORTHCOMING EGM.**

## **2.0 DETAILS OF THE PROPOSED BONUS ISSUE OF WARRANTS**

### **2.1 Basis and number of Warrants**

The Proposed Bonus Issue of Warrants entails the issuance of up to 749,319,778 Warrants on the basis of one (1) Warrant for every two (2) existing YBVB Shares held by the Entitled Shareholders on the Entitlement Date. The Entitlement Date will be determined and announced at a later date upon receipt of all relevant approvals for the Proposed Bonus Issue of Warrants.

As at the LPD, the issued share capital of YBVB is RM110,754,104 comprising 291,311,170 YBVB Shares, out of which 808,616 Shares are held by the Company as treasury shares.

For information purpose, YBVB has established an ESOS but the Company has yet to grant any options under the ESOS as at the LPD. The maximum number of Shares which may be made available under the ESOS shall not exceed in aggregate 15% of the total number of issued Shares (excluding treasury shares) at any point in time over a period of five (5) years from 5 April 2021, being the effective date of implementation of the ESOS. For clarity, even if any ESOS options are granted subsequent to this Circular and prior to the Entitlement Date, the Company will ensure that the vesting date for such ESOS options will be after the Entitlement Date.

In addition, YBVB has 1,207,328,387 outstanding ICULS, which entitles the ICULS holders to convert up to 1,207,328,387 new YBVB Shares by surrendering one (1) ICULS together with RM0.44 in cash for one (1) new YBVB Share at a conversion price of RM0.48 each during a five (5)-year tenure up to 5 September 2026.

For illustrative purpose only, the pro forma effects of the Proposed Bonus Issue of Warrants shall be based on the following illustrations:-

Minimum Scenario – 145,251,277 Warrants will be issued on the assumption that none of the treasury shares held by the Company will be resold to the market and none of the outstanding ICULS will be converted into new YBVB Share on or prior to the Entitlement Date; and

Maximum Scenario – 749,319,778 Warrants will be issued on the assumption that all the 808,616 treasury shares held by the Company will be resold to the market at cost and all outstanding 1,207,328,387 ICULS will be converted into 1,207,328,387 new YBVB Shares by surrendering one (1) ICULS together with RM0.44 in cash for one (1) new YBVB Share at a conversion price of RM0.48 each on or prior to the Entitlement Date.

The actual number of Warrants to be issued under the Proposed Bonus Issue of Warrants will depend on the number of YBVB Shares in issue (excluding treasury shares) on the Entitlement Date. Any fractional entitlements arising from the Proposed Bonus Issue of Warrants shall be dealt with in such manner as the Board shall in its absolute discretion deem fit, expedient and in the best interest of the Company.

The entitlement basis for the Proposed Bonus Issue of Warrants was determined after taking into consideration the following:-

- (i) the Warrants will be issued at no cost to the Entitled Shareholders;
- (ii) the enlarged number of YBVB Shares upon exercise of the Warrants;
- (iii) the immediate dilutive effect on YBVB's EPS upon exercise of the Warrants; and



- (iv) the number of new YBVB Shares arising from exercise of the Warrants must not exceed 50% of the Company's total number of issued shares (excluding treasury shares and before the exercise of Warrants) at all times, in compliance with Paragraph 6.50 of the Listing Requirements.

The Proposed Bonus Issue of Warrants is not intended to be implemented on a staggered basis.

The Warrants, which will be issued in registered form and constituted by the Deed Poll. The indicative salient terms of the Warrants are set out in Section 2.4 of this Circular.

## **2.2 Basis and justification of determining the issue price and exercise price of Warrants**

The Warrants will be issued at no cost to the Entitled Shareholders.

The Exercise Price will be determined and announced at a later date by the Board after receipt of all relevant approvals but before the announcement of the Entitlement Date, after taking into consideration, among others, the following:-

- (i) the prevailing market conditions and market prices of YBVB Shares;
- (ii) the five (5)-day VWAMP of YBVB Shares immediately before the price-fixing date; and
- (iii) the future working capital requirements of YBVB Group as set out in Section 2.6 of this Circular.

For clarity, the intention of determining the Exercise Price closer to the implementation of the Proposed Bonus Issue of Warrants serves to provide the Board with greater flexibility to determine the Exercise Price based on the foregoing basis and allow the Exercise Price to be more reflective of the prevailing market price of YBVB Shares at that point in time.

The Board intends to fix the Exercise Price at a discount of between 10% and 30% to the five (5)-day VWAMP of YBVB Shares up to and including the date prior to the price-fixing date. For the purpose of illustration only, the Indicative Exercise Price of the Warrants is assumed to be RM0.40 per Warrant, which represents a discount of RM0.0489 or 10.89% to the five (5)-day VWAMP of YBVB Shares up to and including the LPD of RM0.4489 per Share.

## **2.3 Ranking of the Warrants and new YBVB Shares to be issued arising from the exercise of Warrants**

The Warrant holders do not entitle to any dividends, rights, allotments and/ or any form or distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the new YBVB Shares to be issued arising from the exercise of the Warrants. The Warrant holders do not entitle to any voting rights in any general meeting of the Company or to participate in any distribution and/or offer of further securities in the Company until and unless they become shareholders of the Company by exercising their Warrants for new YBVB Shares.

The new YBVB Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the then existing YBVB Shares, save and except that such new YBVB Shares to be issued arising from the exercise of the Warrants shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid to the shareholders of the Company, at the entitlement date of which is prior to the date of allotment and issuance of such new YBVB Shares arising from the exercise of the Warrants.

## 2.4 Salient terms of Warrants

The salient terms of Warrants are set out as follows:-

- Number of Warrants : Up to 749,319,778 Warrants on the basis of one (1) Warrant for every two (2) existing YBVB Shares held by the Entitled Shareholders on the Entitlement Date
- Form and denomination : The Warrants will be issued in registrable form and constituted by the Deed Poll
- Tenure : Three (3) years from and inclusive of the date of issue of the Warrants
- Exercise Rights : The rights or entitlement conferred on a Warrant holder to subscribe for one (1) new YBVB Share for each Warrant at the Exercise Price at any time during the Exercise Period, subject to adjustments in accordance with the provisions of the Deed Poll.
- Exercise Price : The Exercise Price will be determined by the Board and announced by the Company at a later date in the manner set out in Section 2.2 of this Circular. The Exercise Price may subject to adjustments as described below.
- Adjustments in the Exercise Price and/or the number of the Warrants : The Exercise Price and/ or the number of Warrants held by each Warrant holder may from time to time be adjusted in accordance with the provisions of the Deed Poll by the Directors of the Company in consultation with a recognised principal adviser under the Chapter 7A of Licensing Handbook issued by the Securities Commission Malaysia or certified by the auditors for the time being of the Company or such other firm of accountants as may be nominated or approved by the Company to be in accordance with the provisions as contained in the Deed Poll.
- Exercise Period : The Warrants may be exercised at any time within the period of three (3) years commencing on and including the date of issuance of the Warrants and ending on the Expiry Date.
- Any Warrants which are not exercised at the close of business of the Expiry Date will thereafter lapse and cease to be valid for any purpose.
- Expiry Date : The day falling immediately before the 3<sup>rd</sup> anniversary of the first date of issuance of the Warrants, and if such date is not a market day, then on the immediate preceding the said non market day.
- Mode of exercise : The Warrant holder must complete and sign the exercise form (which will be irrevocable) and deliver the duly completed and signed exercise form to the Company's share registrar during normal business hours or lodge electronically at the website of the Company's share registrar together with payment of Exercise Price by way of online payment into bank account of the Company maintained with a bank operating in Malaysia and provide the payment advice or banker's draft or cashier's order or a money order or postal order, drawn on a bank or post office operating in Malaysia.

- Rights of Warrant holders : The Warrants do not entitle the Warrant holders to any dividends, rights, allotments and/ or any form or distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the New YBVB Shares to be issued arising from the exercise of the Warrants. The Warrants do not entitle the Warrants holders to any voting rights in any general meeting of the Company or to participate in any distribution and/ or offer of further securities in the Company until and unless such Warrant holders become shareholders of the Company by exercising their Warrants for new YBVB Shares.
- Ranking of new YBVB Shares : The new YBVB Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the then existing YBVB Shares, save and except that such new YBVB Shares to be issued arising from the exercise of the Warrants shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid to the shareholders of the Company, at the entitlement date of which is prior to the date of allotment and issuance of such new YBVB Shares arising from the exercise of the Warrants.
- Modification of rights of the Warrant holders : Subject to the approval of any relevant authority as required by law, any modification, amendment or addition to the Deed Poll must be: -
- (i) approved by the Warrant holders by ordinary resolution;
  - (ii) effected by a supplemental deed poll;
  - (iii) executed by the Company and expressed to be supplemental; and
  - (iv) comply with the requirements as stated in the Deed Poll.
- Notwithstanding the above, the Company may without the consent of the Warrant holders, but in accordance with the terms contained in the Deed Poll, effect any modification to the Warrants or the Deed Poll which, in the opinion of the Company: -
- (a) is not materially prejudicial to the interest of the Warrant holders; or
  - (b) is to correct an error or to comply with mandatory provisions of related laws.
- Rights of the Warrants holders on winding-up, compromise or arrangement : As long as any of the Exercise Rights remain exercisable, where a resolution has been passed for a members' voluntary winding-up of the Company or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with one or more companies, then:
- (i) if such winding-up, compromise or scheme of arrangement is one in which the Warrant holders, or some person designated by them for such purpose by special resolution, are to be a party, terms of such winding-up, compromise or scheme of arrangement shall be binding on all the Warrant holders; and

- (ii) in any other case, every Warrant holder shall be entitled, upon and subject to the terms and conditions of the Warrants as set out in the Deed Poll at any time, within six (6) weeks after the passing of such resolution for a members' voluntary winding-up of the Company or within six (6) weeks (whichever later) from the granting of the court order approving the compromise or arrangement, as the case may be, by the irrevocable surrender of its/his/her Warrants to the Company by submitting the exercise form(s) duly completed, authorising the debiting of its/his/her Warrants, together with payment of the relevant Exercise Price, to elect to be treated as if he had been immediately prior to the commencement of such winding-up, compromise or arrangement, exercised the Exercise Rights represented by such Warrants to the extent specified in the exercise form(s) and had on such date been the holder of the YBVB Shares arising from the exercise of the Warrants, to which it/he/she would have become entitled to receive out the assets of the Company which would be available in liquidation, and the liquidator of the Company must give effect to such election accordingly. All Exercise Rights, which have not been exercised within the above six (6) weeks of either the passing of such resolution for the winding-up or the granting of the court order for the approval of such compromise or arrangement, as the case may be, shall lapse and the Warrants will cease to be valid for any purpose.

- Board lot : For the purpose of trading on Bursa Securities, a board lot for the Warrants will comprise 100 Warrants carrying the rights to subscribe for 100 new YBVB Shares at any time during the Exercise Period, or such other denomination as determined by Bursa Securities from time to time.
- Listing : The Warrants and the new YBVB Shares arising from the exercise of the Warrants will be listed on Bursa Securities
- Governing laws : Laws of Malaysia and the exclusive jurisdiction of the Courts of Malaysia

## **2.5 Listing of and quotation of the Warrants and new YBVB Shares to be issued arising from the exercise of the Warrants**

Bursa Securities had vide its letter dated 11 April 2022 approved the following subject to the conditions as set out in Section 5 of this Circular:-

- (i) the admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Warrants on the Main Market of Bursa Securities; and
- (ii) the listing of and quotation for the new YBVB Shares to be issued arising from the exercise of Warrants on the Main Market of Bursa Securities.

## **2.6 Utilisation of proceeds**

The Proposed Bonus Issue of Warrants will not raise any immediate funds as the Warrants will be issued at no cost to the Entitled Shareholders.

The eventual proceeds that may be received by the Company upon the exercise of the Warrants would depend on the actual number of Warrants exercised during the tenure of the Warrants and the Exercise Price. As such, the quantum of proceeds raised and exact timeframe for the utilisation of proceeds is not determinable at this juncture.

For illustrative purpose, assuming full exercise of the Warrants at the Indicative Exercise Price, the Company will raise gross proceeds as set out below:-

	<u>Minimum Scenario</u>	<u>Maximum Scenario</u>
No. of new Shares to be issued arising from the exercise of the Warrants	145,251,277	749,319,778
Gross proceeds (RM)	58,100,511	299,727,911

The Company intends to utilise the proceeds arising from the exercise of the Warrants, if any, for the working capital requirement of the Group, which may include operating expenses, utilities, payment of trade creditors and staff salaries. The indicative breakdown of which is as follows:-

<u>Details of utilisation</u>	<u>Indicative allocation (%)</u>
Operating expenses	35
Utilities	20
Payment of trade creditors	10
Staff salaries	35
<b>Total</b>	<b>100</b>

The actual proceeds to be utilised for the Group's working capital requirement is subject to the Exercise Price and its operating requirements at the time of utilisation. Hence, the breakdown and timeframe for full utilisation of the proceeds cannot be determined at this juncture.

Pending utilisation of proceeds for the abovementioned purpose, the total gross proceeds arising from the exercise of Warrants will be placed in interest-bearing deposits and/or short-term money market instruments with financial institutions as the Board in its absolute discretion deems fit and in the best interest of the Company. The resulting interest and/or capital gain derived from such placements will be used as additional working capital for the Group.

## 2.7 Fund raising exercise undertaken by the Company in the past twelve (12) months

Save as disclosed below, the Company has not undertaken any other fund raising exercise in the past twelve (12) months before the announcement of the Proposed Bonus Issue of Warrants:-

- (i) On 4 March 2021, the Company announced a rights issue of up to RM48,523,305 nominal value of ICULS at 100% of its nominal value of RM0.04 each on the basis of five (5) ICULS for every one (1) existing YBVB Share ("**Rights Issue**"). The Rights Issue was completed on 10 September 2021 following the listing of and quotation for 1,209,041,795 ICULS on the Main Market of Bursa Securities and raised total gross proceeds of RM48.36 million.

The status of utilisation of the said gross proceeds as at the LPD is set out as below:-

<b>Details of utilisation</b>	<b>Timeframe for utilisation</b>	<b>Proposed utilisation (RM'000)</b>	<b>Amount utilised as at the LPD (RM'000)</b>	<b>Balance to be utilised (RM'000)</b>
Business expansion	Within 24 months	45,585	32,747	12,838
Working capital	Within 12 months	2,177	2,177	-
Incidental expenses	Within 2 months	600	425	*175
<b>Total</b>		<b>48,362</b>	<b>35,349</b>	<b>13,013</b>

*Note:\** The incidental expenses for the Rights Issue RM425,000 has been fully paid. The remaining balance of RM175,000 will be utilised for working capital purposes.

- (ii) On 10 October 2021, the Company announced a private placement of up to 333,881,413 Shares, representing approximately 20% of the enlarged number of issued shares of YBVB, excluding treasury shares (“**Private Placement**”). The Private Placement was completed on 28 December 2021 following the listing of and quotation for 48,551,861 Shares on the Main Market of Bursa Securities and raised total gross proceeds of RM16.99 million.

The status of utilisation of the said gross proceeds as at the LPD is set out as below:-

<b>Details of utilisation</b>	<b>Timeframe for utilisation</b>	<b>Proposed utilisation (RM'000)</b>	<b>Amount utilised as at the LPD (RM'000)</b>	<b>Balance to be utilised (RM'000)</b>
Installation of rooftop solar photovoltaic system	Within 24 months	16,000	-	16,000
Future viable investments	Within 24 months	-	-	-
Working capital	Within 12 months	913	913	-
Incidental expenses	Upon completion of Private Placement	80	-	80
<b>Total</b>		<b>16,993</b>	<b>913</b>	<b>16,080</b>

### 3.0 RATIONALE FOR THE PROPOSED BONUS ISSUE OF WARRANTS

After taking into consideration all options available, the Board is of the view that the Proposed Bonus Issue of Warrants is the most appropriate avenue of rewarding the shareholders of YBVB for their continuous support and loyalty towards YBVB by enabling them to have greater participation in a derivative of the Company without incurring any cost. Further, the Proposed Bonus Issue of Warrants also serves to:-

- (i) provide the Entitled Shareholders an opportunity to increase their equity participation in the Company at the Exercise Price during the tenure of the Warrants and at the same time, stand to benefit from potential capital gain in the event of Share price appreciation through the exercise of the Warrants;
- (ii) provide an additional source of funds for the Group’s working capital requirements from the proceeds arising from the exercise of the Warrants without incurring interest costs as compared to the borrowings from financial institutions. In accordance with the Group’s business expansion plans which comprised the installation of new production lines and upgrading of its existing production lines as well as the installation of rooftop solar photovoltaic system, the Group would require additional working capital for its day-to-day operations. Pursuant thereto, the proceeds raised from the exercise of the Warrants could provide additional funds to the Group’s working capital without incurring debt servicing obligations; and
- (iii) strengthen the Company's capital base and shareholders' funds, as and when the Warrants are exercised.

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#### 4.0 EFFECTS OF THE PROPOSED BONUS ISSUE OF WARRANTS

##### 4.1 Issued share capital

The pro forma effects of the Proposed Bonus Issue of Warrants on the issued share capital of YBVB are as follows:-

	Minimum Scenario		Maximum Scenario	
	No. of Shares	RM	No. of Shares	RM
As at the LPD	291,311,170	110,754,104	291,311,170	110,754,104
Less: Treasury shares	(808,616)	(256,997)	-	-
To be issued upon full conversion of the outstanding ICULS	-	-	1,207,328,387	<sup>(1)</sup> 579,517,626
	<u>290,502,554</u>	<u>110,497,107</u>	<u>1,498,639,557</u>	<u>690,271,730</u>
To be issued assuming full exercise of the Warrants	145,251,277	<sup>(2)</sup> 58,100,511	749,319,778	<sup>(2)</sup> 299,727,911
<b>Enlarged issued share capital</b>	<b><u>435,753,831</u></b>	<b><u>168,597,618</u></b>	<b><u>2,247,959,335</u></b>	<b><u>989,999,641</u></b>

Notes:-

(1) Assuming all the 1,207,328,387 outstanding ICULS are converted into new YBVB Shares by surrendering one (1) ICULS together with RM0.44 in cash every for one (1) new YBVB Share at the conversion price of RM0.48 each.

(2) Computed based on the Indicative Exercise Price of RM0.40 per Warrant.

##### 4.2 Earnings and EPS

The Proposed Bonus Issue of Warrants is not expected to have any effect on the consolidated earnings of YBVB for the 18-months FPE 30 June 2022. However, the EPS of YBVB will be diluted in the event of issuance of new YBVB Shares arising from the exercise of Warrants.

##### 4.3 NA and gearing

The pro forma effects of the Proposed Bonus Issue of Warrants on the consolidated NA per Share and gearing of YBVB based on the latest audited consolidated financial statements of YBVB for the FYE 2020 are as follows:-

	<b>Minimum Scenario</b>			
	<b>Audited as at 31.12.2020 RM'000</b>	<b>(I) After adjusted for subsequent events RM'000</b>	<b>(II) After (I) and the Proposed Bonus Issue of Warrants RM'000</b>	<b>(III) After (II) and upon full exercise of Warrants RM'000</b>
Share capital	93,692	<sup>(1)</sup> 110,754	110,754	<sup>(4)</sup> 168,854
Treasury shares	(256)	(256)	(256)	(256)
ICULS – Equity portion	-	<sup>(2)</sup> 48,110	48,110	48,110
Reserve	80,405	80,405	80,405	80,405
Retained earnings	109,147	109,147	<sup>(3)</sup> 108,997	108,997
Shareholders' equity/NA	<b><u>282,988</u></b>	<b><u>348,160</u></b>	<b><u>348,010</u></b>	<b><u>406,110</u></b>
No. of Shares ('000) <sup>(1)</sup>	144,762	290,503	290,503	435,754
NA per Share (RM)	1.95	1.20	1.20	0.93
Borrowings (RM'000)	-	-	-	-
Gearing (times)	-	-	-	-

**Notes:-**

- (1) *After adjusted for the following:-*
- *the issuance of 97,045,933 YBVB Shares pursuant to a bonus issue completed on 2 April 2021;*
  - *the issuance of 142,784 YBVB Shares pursuant to the conversion of 1,713,408 ICULS at the conversion price of RM0.48 per Share; and*
  - *the issuance of 48,551,861 YBVB Shares at the issue price of RM0.35 per Share pursuant to Private Placement.*
- (2) *Issuance of 1,209,041,795 ICULS pursuant to the Rights Issue completed on 10 September 2021.*
- (3) *After deducting the estimated expenses incidental to the Proposed Bonus Issue of Warrants of approximately RM0.15 million.*
- (4) *Assuming all the Warrants are exercised at the Indicative Exercise Price of RM0.40 per Warrant.*

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#### Maximum Scenario

	(I) Audited as at 31.12.2020 RM'000	(I) After adjusted for subsequent events RM'000	(II) After (I) and upon all the treasury shares are resold at cost and full conversion of outstanding ICULS RM'000	(III) After (II) and the Proposed Bonus Issue of Warrants RM'000	(IV) Upon (III) and full exercise of Warrants RM'000
Share capital	93,692	(1)110,754	690,272	690,272	(4)990,000
Treasury shares	(256)	(256)	-	-	-
ICULS – Equity portion	-	(2)48,110	-	-	-
Reserve	80,405	80,405	80,405	80,405	80,405
Retained earnings	109,147	109,147	109,147	(3)108,997	108,997
Shareholders' equity/NA	<b>282,988</b>	<b>348,160</b>	<b>879,824</b>	<b>879,674</b>	<b>1,179,402</b>
No. of Shares ('000) <sup>(1)</sup>	144,762	290,503	1,498,640	1,498,640	2,247,959
NA per Share (RM)	1.95	1.20	0.59	0.59	0.52
Borrowings (RM'000)	-	-	-	-	-
Gearing (times)	-	-	-	-	-

#### Notes:-

- (1) After adjusted for the following:-
  - the issuance of 97,045,933 YBYB Shares pursuant to a bonus issue completed on 2 April 2021;
  - the issuance of 142,784 YBYB Shares pursuant to the conversion of 1,713,408 ICULS at the conversion price of RM0.48 per Share; and
  - the issuance of 48,551,861 YBYB Shares at the issue price of RM0.35 per Share pursuant to Private Placement.
- (2) Issuance of 1,209,041,795 ICULS pursuant to the Rights Issue completed on 10 September 2021.
- (3) After deducting the estimated expenses incidental to the Proposed Bonus Issue of Warrants of approximately RM0.15 million.
- (4) Assuming all the Warrants are exercised at the Indicative Exercise Price of RM0.40 per Warrant.

#### 4.4 Convertible securities

As at the LPD, save for the 1,207,328,387 outstanding ICULS, the Company does not have any other convertible securities.

Pursuant to the provisions of the trust deed governing the ICULS, the Proposed Bonus Issue of Warrants and the new YBYB Shares to be issued arising from exercise of the Warrants would not give rise to any adjustment to the conversion price and nominal value of the outstanding ICULS.

#### 4.5

#### Substantial shareholders' shareholdings

The pro forma effects of the Proposed Bonus Issue of Warrants on YBVB's substantial shareholders' shareholdings in the Company are as follows:-

#### Minimum Scenario

	As at the LPD				(I) After the Proposed Bonus Issue of Warrants			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1) %	No. of Shares	(1) %	No. of Shares	(1) %	No. of Shares	(1) %
<b>Substantial shareholders</b>								
Datin Lim Lee Wheng	8,242,166	2.84	(2) (3) 29,065,833	10.01	8,242,166	2.84	(2) (3) 29,065,833	10.01
Datuk Au Yee Boon	13,115,833	4.51	(3) (4) 24,192,166	8.33	13,115,833	4.51	(3) (4) 24,192,166	8.33
Techbase Solution Sdn Bhd	15,950,000	5.49	-	-	15,950,000	5.49	-	-
Gunung Resources Sdn Bhd	33,250,000	11.45	-	-	33,250,000	11.45	-	-

	(II) After (I) and upon full exercise of Warrants			
	Direct		Indirect	
	No. of Shares	(1) %	No. of Shares	(1) %
<b>Substantial shareholders</b>				
Datin Lim Lee Wheng	12,363,249	2.84	(2) (3) 43,598,750	10.01
Datuk Au Yee Boon	19,673,750	4.51	(3) (4) 36,288,249	8.33
Techbase Solution Sdn Bhd	23,925,000	5.49	-	-
Gunung Resources Sdn Bhd	49,875,000	11.45	-	-

#### Notes:-

- (1) Excluding 808,616 of treasury shares.
- (2) Deemed interested through the shareholdings of her spouse, Datuk Au Yee Boon's interest in the Company.
- (3) Deemed interested by virtue of his/her interest in Techbase Solution Sdn Bhd pursuant to Section 8 of the Act.
- (4) Deemed interested through the shareholdings of his spouse, Datin Lim Lee Wheng's interest in the Company.



## 5.0 APPROVALS REQUIRED

The Proposed Bonus Issue of Warrants is subject to the following approvals being obtained:-

- (i) Bursa Securities, for:-
  - (a) the admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Warrants on the Main Market of Bursa Securities; and
  - (b) the listing of and quotation for the new YBVB Shares to be issued arising from the exercise of Warrants on the Main Market of Bursa Securities

The approval of Bursa Securities was obtained vide its letter dated 11 April 2022 and is subject to the following conditions:-

<u>Condition</u>	<u>Status of compliance</u>
(1) YBVB and KAF IB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue of Warrants;	Noted
(2) YBVB and KAF IB to inform Bursa Securities upon the completion of the Proposed Bonus Issue of Warrants;	To be complied
(3) YBVB and KAF IB to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue of Warrants is completed;	To be complied
(4) YBVB is required to furnish Bursa Securities on a quarterly basis a summary of the total number of Shares listed pursuant to the exercise of Warrants under the Proposed Bonus Issue of Warrants as at the end of each quarter; and	To be complied
(5) To incorporate Bursa Securities' comments made in the circular to shareholders.	Complied

- (ii) shareholders of YBVB for the Proposed Bonus Issue of Warrants at the EGM to be convened; and
- (iii) any other relevant authorities and/or parties, if required.

The Proposed Bonus Issue of Warrants is not conditional upon any other proposal undertaken or to be undertaken by the Company

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## 6.0 HISTORICAL SHARE PRICES

The monthly highest and lowest prices of YBVB Shares as traded on Bursa Securities for the past twelve (12) months up to the LPD are as follows:-

	Highest (RM)	Lowest (RM)
<b><u>2021</u></b>		
April	0.665	0.575
May	0.635	0.515
June	0.605	0.535
July	0.610	0.520
August	0.685	0.435
September	0.535	0.450
October	0.470	0.435
November	0.495	0.410
December	0.450	0.375
<b><u>2022</u></b>		
January	0.505	0.420
February	0.480	0.405
March	0.465	0.320
Last transacted market price on 21 January 2022 (being the latest market day preceding the announcement of the Proposed Bonus Issue of Warrants)		0.465
Last transacted market price on the LPD		0.450

(Source: Bloomberg)

## 7.0 INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders, chief executive and/or persons connected with them has any interest, direct or indirect, in the Proposed Bonus Issue of Warrants save for their respective entitlements as shareholders under the Proposed Bonus Issue of Warrants, which are also available to all other shareholders of the Company as at the Entitlement Date.

## 8.0 DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, after having considered all aspects of the Proposed Bonus Issue of Warrants, including but not limited to the rationale and financial effects of the Proposed Bonus Issue of Warrants, is of the opinion that the Proposed Bonus Issue of Warrants is in the best interest of the Company and accordingly, on the basis above, recommends you to vote in favour of the resolution in relation to the Proposed Bonus Issue of Warrants to be tabled at the forthcoming EGM.

## 9.0 OUTSTANDING CORPORATE EXERCISES

Save for the Proposed Bonus Issue of Warrants, there are no other corporate exercises/schemes which have been announced but yet to be completed by the Company prior to the printing of this Circular.

## **10.0 ESTIMATED TIME FRAME FOR COMPLETION OF THE PROPOSED BONUS ISSUE OF WARRANTS**

Subject to the approvals as stated in Section 5 above and barring any unforeseen circumstances, the Proposed Bonus Issue of Warrants is expected to be completed by the second (2<sup>nd</sup>) quarter of 2022. The tentative timetable in relation to the Proposed Bonus Issue of Warrants is set out below:-

<b>Date</b>	<b>Events</b>
20 May 2022	Convening of the EGM to obtain the approval of YBVB's shareholders for the Proposed Bonus Issue of Warrants
Mid May 2022	Announcement of the Entitlement Date
Early June 2022	Entitlement Date
Mid June 2022	Listing of and quotation for the Warrants on the Main Market of Bursa Securities / Completion of the Proposed Bonus Issue of Warrants

## **11.0 EGM**

The EGM, the notice of which is enclosed in this Circular, will be held and conducted by way of virtual meeting entirely through live streaming via Remote Participation and Voting Facilities from the Online Meeting Platform of Vote2U Online operated by Agmo Digital Solutions Sdn. Bhd. in Malaysia via the link at <https://web.vote2u.my> on Friday, 20 May 2022 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolution pertaining to the Proposed Bonus Issue of Warrants.

If you are unable to attend and vote in person at the EGM, you should complete, sign and return the Proxy Form enclosed with this Circular in accordance with the instructions printed therein as soon as possible so as to arrive at YBVB's Share Registrar's Office at Aldpro Corporate Services Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia not later than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof. The lodgement of the Proxy Form will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

## **12.0 FURTHER INFORMATION**

Shareholders are advised to refer to the attached Appendix I for further information.

Yours faithfully,  
For and on behalf of the Board of  
**YB VENTURES BERHAD**

**DATUK AU YEE BOON**  
Executive Director

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**FURTHER INFORMATION**

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**1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board and the Directors of YBVB individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that after making all reasonable enquiries, and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement/information herein misleading.

**2. CONSENT**

KAF IB, as the adviser to YBVB in relation to the Proposed Bonus Issue of Warrants, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto, where relevant, in the form and context in which it appears.

**3. DECLARATION**

KAF IB confirms that there is no conflict of interest that exist or likely to exist that affect or may affect its ability to act independently and objectively as the adviser in connection with the Proposed Bonus Issue of Warrants.

**4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**

As at the LPD, the Board is not aware of any other material commitments and contingent liabilities incurred or known to be incurred by YBVB Group which, upon becoming due and enforceable, may have a material and adverse impact on the financial results/position of YBVB Group.

**5. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at the LPD, YBVB Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board has no knowledge of any proceedings pending or threatened against the Group or any facts which are likely to give rise to any proceedings, which may materially and adversely affect the business or financial position of the YBVB Group.

**6. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents are available for inspection at the registered office of YBVB at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor during ordinary business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM:-

- (i) the Constitution of YBVB;
- (ii) the letters of consent and conflict of interest referred to in Section 2 and Section 3 respectively of this Appendix I;
- (iii) the audited consolidated financial statements of YBVB for the past two (2) FYE 2019 and FYE 2020;
- (iv) the unaudited consolidated financial statements of YBVB for the 12-months FPE 31 December 2021; and
- (v) the draft Deed Poll constituting the Warrants.



**YB VENTURES BERHAD**  
(Registration No.: 200001013437 / 516043-K)  
(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (“EGM”) of YB Ventures Berhad (“YBVB” or the “Company”) will be held and conducted by way of virtual meeting entirely through live streaming via Remote Participation and Voting (“RPV”) Facilities from the Online Meeting Platform of Vote2U Online operated by Agmo Digital Solutions Sdn. Bhd. in Malaysia via the link at <https://web.vote2u.my> on Friday, 20 May 2022 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without any modifications:-

### **ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF UP TO 749,319,778 FREE WARRANTS IN YBVB (“WARRANTS”) ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES IN YBVB (“YBVB SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)**

“**THAT** subject to the Companies Act, 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and conditional upon the approvals of all relevant authorities/parties, where required, the Board of Directors of YBVB (“**Board**”) be and is hereby authorised to:-

- (i) issue up to 749,319,778 Warrants on the basis of one (1) Warrant for every two (2) YBVB Shares held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board and announced later;
- (ii) enter into and execute the deed poll to be executed by the Company constituting the Warrants (“**Deed Poll**”) and to do all acts, deed and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll;
- (iii) allot and issue new YBVB Shares arising from the exercise of the Warrants (including further Warrants arising from any adjustments under the provisions of the Deed Poll); and
- (iv) determine the exercise price of the Warrants at a later date and to adjust from time to time the exercise price as a consequence of the adjustments under the provisions of the Deed Poll;

**THAT** any fractional entitlements of the Warrants arising from the Proposed Bonus Issue of Warrants shall be dealt with in such manner as the Board shall in its absolute discretion deem fit, expedient and in the best interests of the Company;

**THAT** the proceeds arising from the exercise of the Warrants, if any, shall be utilised for the purpose as set out in Section 2.6 of the Circular, and the Board be and is hereby authorised to revise the manner and purpose of the utilisation of proceeds as it may deem fit, expedient and in the best interests of the Company subject to the approval of any relevant authorities (where required);

**THAT** the new YBVB Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the then existing YBVB Shares, save and except that such new YBVB Shares to be issued arising from the exercise of the Warrants shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid to the shareholders of the Company, at the entitlement date of which is prior to the date of allotment and issuance of such new YBVB Shares arising from the exercise of the Warrants;



**AND THAT** any one Director of YBVB be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as he may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

**BY ORDER OF THE BOARD**

**TAN TONG LANG (MAICSA 7045482 / SSM PC NO. 202208000250)**

**THIEN LEE MEE (LS0009760/ SSM PC NO. 201908002254)**

Company Secretaries

Selangor Darul Ehsan

22 April 2022

Notes:-

1. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at this virtual EGM using RPV Facilities provided by Agmo Digital Solutions Sdn Bhd via its Vote2U online website at <https://web.vote2u.my>.
2. A member of the Company entitled to participate, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to participate, speak and vote in his/ her stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
3. 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.
4. Where a member or authorised nominee appoints two (2) proxies, or when an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/ her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or the hand of an office or attorney duly authorised.
6. The form of proxy must be deposited at the Registered Office of YBVB situated at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
7. Only members registered in the Record of Depositors as at 12 May 2022 shall be eligible to participate, speak and vote at the meeting or appoint a proxy to participate, speak and/ or vote on his/ her behalf.



# YB VENTURES BERHAD

**YB VENTURES BERHAD**  
(Registration No.: 200001013437 / 516043-K)  
(Incorporated in Malaysia)

CDS account no. of authorised nominee

No. of shares held

## PROXY FORM

I/We\* .....NRIC No./ Passport No./ Registration No.....  
(name of shareholders as per NRIC, in capital letters)

of .....  
(full address)

Email Address: .....Contact No. ....

being a member/members\* of YB VENTURES BERHAD, hereby appoint

.....NRIC No./ Passport No .....  
(name of proxy as per NRIC, in capital letters)

of.....  
(full address)

Email Address: .....Contact No. ....

and/or failing him/her\*, .....NRIC No./ Passport No.....  
(name of proxy as per NRIC, in capital letters)

of .....  
(full address)

Email Address: .....Contact No. ....

# You are required to fill in the contact no. and email address in order to participate the Extraordinary General Meeting ("EGM"), otherwise, we are unable to register you as the participant of the meeting.

or failing him/her\*, the Chairman of the Meeting as my/our\* proxy to vote for me/us\* on my/our\* behalf at the EGM of the Company or any adjournment thereof will be held and conducted by way of virtual meeting entirely through live streaming via Remote Participation and Voting ("RPV") Facilities from the Online Meeting Platform of Vote2U Online operated by Agmo Digital Solutions Sdn. Bhd. in Malaysia via the link at <https://web.vote2u.my> on Friday, 20 May 2022 at 11.00 a.m., or any adjournment thereof.

RESOLUTION	FOR	AGAINST
<b>ORDINARY RESOLUTION - PROPOSED BONUS ISSUE OF WARRANTS</b>		

\* Strike out whichever is not desired.

[Please indicate with a cross (x) in the spaces provided whether you wish your votes to be cast for or against the resolution. In the absence of specific directions, your proxy may vote or abstain as he thinks fit.]

.....  
Signature or Common Seal  
Of Member/(s)

Dated this: \_\_\_\_\_ day of \_\_\_\_\_ 2022



*Fold this flap for sealing*

**Notes:-**

1. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at this virtual EGM using RPV Facilities provided by Agmo Digital Solutions Sdn Bhd via its Vote2U online website at <https://web.vote2u.my>.
2. A member of the Company entitled to participate, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to participate, speak and vote in his/ her stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
3. 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.
4. Where a member or authorised nominee appoints two (2) proxies, or when an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/ her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or the hand of an office or attorney duly authorised.
6. The form of proxy must be deposited at the Registered Office of YBVB situated at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
7. Only members registered in the Record of Depositors as at 12 May 2022 shall be eligible to participate, speak and vote at the meeting or appoint a proxy to participate, speak and/ or vote on his/ her behalf.

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AFFIX  
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**The Share Registrar of  
YB Ventures Berhad**  
(Registration No.: 200001013437 / 516043-K)

**c/o Aldpro Corporate Services Sdn Bhd**  
Level 5, Block B  
Dataran PHB, Saujana Resort  
Section U2  
40150 Shah Alam  
Selangor Darul Ehsan  
Malaysia

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