



YX PRECIOUS METALS BHD
(202101001245 (1401543-M))

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting of the Company will be held at the Dewan Berjaya, Bukit Kiara Resort Berhad, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 10 May 2023 at 10.00 a.m. for the following purposes:-

- To receive the Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2022 and the Reports of Directors' and Auditors' thereon.
- To approve the First and Final Single Tier Dividend of 0.80 sen per ordinary share for the financial year ended 31 December 2022.
- To approve the payment of Directors' Fees amounting to RM175,000.00 in respect of the financial year ended 31 December 2022.
- To approve the payment of Directors' Fees amounting to RM181,000.00 in respect of the financial year ending 31 December 2023 from the date of this Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company in 2024.
- To approve the payment of Directors' Benefits (excluding Directors' Fees) amounting to RM9,500 in respect of the financial year ended 31 December 2022.
- To approve the payment of Directors' Benefits (excluding Directors' Fees) amounting to RM16,000 in respect of the financial year ending 31 December 2023 from the date of this AGM until the conclusion of the next AGM of the Company in 2024.
- To re-elect the following Directors retiring in accordance with Clause 92 of the Constitution of the Company:-
 - Ms Ng Sheau Chyn
 - Datuk Ng Yih Pyng
- To re-elect Puan Sri Nonadiah Binti Abdullah, a Director retiring in accordance to Clause 91 of the Constitution of the Company.
- To re-appoint Messrs BDO PLT as the External Auditor of the Company for the financial year ending 2023 and to authorise the Board of Directors to fix their remuneration.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions with or without amendments or modifications:-

10. ORDINARY RESOLUTION 1 AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016

THAT pursuant to Section 76 of the Companies Act 2016 ("Act") the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total issued shares/total number of voting shares of the Company (excluding treasury shares) at the time of issue.

THAT pursuant to Section 85 of the Act approved be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued Company's shares arising from any issuance of new Company's shares pursuant to Section 76 of the Act.

THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

11. ORDINARY RESOLUTION 2 PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

THAT all the Recurrent Related Party Transactions ("RRPT(s)") of a revenue and/or trading nature entered into by the Company and/or its subsidiaries, the Company and its subsidiaries, namely Yi Xing Goldsmith Sdn Bhd, Gemas Precious Metals Industries Sdn Bhd, Emas Assayer Sdn Bhd and GPM Refinery Sdn Bhd ("Group") from 23 June 2022, being the date of listing of the Company on the ACE Market of Bursa Securities up to the date of the Second Annual General Meeting of the Company, be and are hereby accepted, confirmed and ratified, and the Group be and is hereby authorised to enter into any of the transactions falling within the types of RRPTs of a revenue or trading nature with the related parties as set out in Section 2.4 of the Circular to Shareholders dated 7 April 2023 ("RRPT Circular") which are necessary for the Group's day-to-day operations subject to the following:

- THAT the RRPTs are:-
 - transacted in the ordinary course of business which carried out on an arm's length basis based on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
 - the disclosure will be made in the Annual Report on the breakdown of the aggregate value of the RRPTs conducted pursuant to the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate during the financial year on the type of RRPT made, the names of the related parties involved in each type of RRPT and their relationships with the Company.
- THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-
 - the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless the mandate is renewed by a resolution passed at that meeting;
 - the expiration of the period within which the next Annual General Meeting after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend

to such extension as may be allowed pursuant to Section 340(4) of the Act; or
(c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

(Please refer to Explanatory Note below)

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

Resolution 6

Resolution 8

Resolution 9

Resolution 10

Resolution 11

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate."

- To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act 2016.

BY ORDER OF THE BOARD

TEOH KOK JONG (LS 04719 / PC No. 201908001451)
Company Secretary

Kuala Lumpur
Date: 7 April 2023

NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT, the First and Final Single Tier Dividend of 0.80 sen per ordinary share in respect of the financial year ended 31 December 2022, upon receiving approval of the Company's shareholders at the Second Annual General Meeting, shall be paid on 2 June 2023 to the shareholders registered in the Record of Depositors at the close of business on 18 May 2023.

A Depositor shall qualify for the entitlement to the dividend only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 18 May 2023 in respect of ordinary transfers; and
- Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

Notes:

- Only depositors whose names appear in the Record of Depositors as at 2 May 2023 be regarded as members and entitled to attend, speak and vote at the meeting.
- A proxy but need not be a member of the Company.
- The proxy form must be deposited at the Registered Office of the Company at SO-26-02, Menara 1, No 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- A Member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
- Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint more than one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- No door gift will be provided to the shareholders / proxies / invited guests.
- No refreshment will be served at the AGM venue.

EXPLANATORY NOTES ON ORDINARY BUSINESS

Item 1

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Resolution 3 and Resolution 5

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Directors' fees and benefits proposed for the period from 1 January 2023 to 31 December 2023 are calculated based on the current Board size and number of scheduled Board and Committee meetings for the period commencing from 1 January 2023 to 31 December 2023.

This resolution is to facilitate payment of Directors' fees and allowances on monthly basis and/or as and when required. In the event the proposed amount is insufficient, e.g. due to additional meetings or enlarged Board size, approval will be sought at the next Annual General Meeting for the shortfall.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution 10

The proposed Resolution 10, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares specially in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 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 new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.

Resolution 11

The proposed Resolution 11, if passed, will ratify all the RRPTs entered into by the Group from 23 June 2022, being the date of listing of the Company on the ACE Market of Bursa Securities up to the date of the Second Annual General Meeting and will enable the Group to enter into RRPTs of a revenue or trading nature with related parties which are necessary for the Group's day-to-day operations and are in the ordinary course of business which carried out on an arm's length basis based on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. Further information on the RRPTs is set out in the RRPT Circular which is made available on the Company's website at <https://yxgroup.com/my/circular/> or on Bursa Securities' website.