

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Seventh Annual General Meeting of YTL Corporation Berhad (“the Company”) will be held on Tuesday, the 1st day of December, 2020 at 1:30 p.m. and will be conducted as a fully virtual meeting through live streaming from the broadcast venue at the Town Hall, 8th Floor, Menara YTL, 205 Jalan Bukit Bintang, 55100 Kuala Lumpur, Wilayah Persekutuan, Malaysia to transact the following business:-

AS ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon.

2. To re-elect the following Directors who retire pursuant to Article 86 of the Company's Constitution:-

(i) Dato’ Yeoh Seok Kian

(ii) Dato’ Yeoh Soo Min

(iii) Dato’ Yeoh Seok Hong

(iv) Dato’ Cheong Keap Tai

3. To approve the payment of fees to the Non-Executive Directors amounting to RM821,751 for the financial year ended 30 June 2020.

4. To approve the payment of meeting attendance allowance of RM1,000 per meeting for each Non-Executive Director for the period from January 2021 to December 2021.

5. To re-appoint HLB Ler Lum PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Please refer to
Explanatory
Note A

Resolution 1
Resolution 2
Resolution 3
Resolution 4

Resolution 5

Resolution 6

Resolution 7

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions:-

ORDINARY RESOLUTIONS:-

6. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

“THAT subject to the passing of the Ordinary Resolution 4, approval be and is hereby given to Dato’ Cheong Keap Tai, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than twelve years, to continue to serve as an Independent Non-Executive Director of the Company.”

Resolution 8

7. PROPOSED AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors be and are hereby empowered to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed twenty per centum (20%) of the total number of issued shares of the Company for the time being and that 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.”

Resolution 9

8. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

“THAT subject to the Company’s compliance with all applicable rules, regulations, orders and guidelines made pursuant to the Companies Act, 2016, the provisions of the Company’s Constitution and the Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements (“Main LR”) and the approvals of all relevant authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to buy back and/or hold from time to time and at any time such amount of ordinary shares in the Company 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 and expedient in the interests of the Company (“the Proposed Share Buy-Back”) provided that:-

- (i) The maximum number of shares which may be purchased and/or held by the Company at any point of time pursuant to the Proposed Share Buy-Back shall not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being quoted on Bursa Securities provided always that in the event that the Company ceases to hold all or any part of such shares as a result of, amongst others, cancellation of shares, sale of shares on the market of Bursa Securities or distribution of treasury shares to shareholders as dividend in respect of shares bought back under the previous shareholder mandate for share buy-back which was obtained at the Annual General Meeting held on 12 December 2019, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall (in aggregate with the shares then still held by the Company) not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being quoted on Bursa Securities;

(ii) The maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back shall not exceed the retained profits of the Company at the time of purchase by the Company of its own shares; and

(iii) The shares purchased by the Company pursuant to the Proposed Share Buy-Back may be dealt with by the Directors in all or any of the following manner:-

(a) the shares so purchased may be cancelled; and/or

(b) the shares so purchased may be retained in treasury for distribution as dividend to the share holders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or

(c) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled; and/or

(d) transfer the shares, or any of the shares for the purposes of or under an employees’ shares scheme; and/or

(e) transfer the shares, or any of the shares as purchase consideration; and/or

(f) deal with the shares in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time;

AND THAT such authority shall commence upon the passing of this resolution, until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required by law to be held unless revoked or varied by Ordinary Resolution of the shareholders of the Company in general meeting, whichever occurs first, but so as not to prejudice the completion of a purchase made before such expiry date;

AND THAT the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to give effect to the Proposed Share Buy-Back with full powers to amend and/or assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act, 2016, the provisions of the Company’s Constitution and the Main LR and all other relevant governmental/regulatory authorities.”

Resolution 10

By Order of the Board,

HO SAY KENG
Company Secretary

KUALA LUMPUR
30 October 2020

Notes:

REMOTE PARTICIPATION AND VOTING

1. The Annual General Meeting (“AGM”) will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities provided by the appointed share registrar and poll administrator for the AGM, Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) on its TIH Online website at <https://tiah.online>. Please follow the procedures set out in the Administrative Guide for the AGM which is available on the Company’s website at <http://ytl.com/meetings> to register, participate, speak (in the form of real time submission of typed texts) and vote remotely via the RPV facilities.

BROADCAST VENUE

2. The Broadcast Venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be at the main venue of the meeting. Members/proxies/representatives are not allowed to be physically present at the Broadcast Venue on the day of the AGM.

PROXY

3. A member (including an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”)) entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM via the RPV facilities.
4. Where a member is an Exempt Authorised Nominee as defined under the SICDA, 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.
5. A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised in writing.
7. The appointment of proxy may be made in hardcopy form or by electronic means as specified below and must be received by Tricor not less than 48 hours before the time appointed for holding the AGM i.e. no later than **29 November 2020 at 1:30 p.m.:**

(i) In hardcopy form **[applicable for all members]**

The original Form of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power or authority shall be deposited at the office of Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia,

or alternatively,

at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

- (ii) By Tricor Online System (TIH Online) **[applicable only for members who are individuals]**

The Form of Proxy can be electronically lodged with Tricor via TIH Online at <https://tiah.online>. Please follow the procedures set out in the Administrative Guide.

8. For the purpose of determining a member who shall be entitled to attend the AGM via the RPV facilities, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 59 of the Company’s Constitution and Section 34(1) of the SICDA to issue a General Meeting Record of Depositors as at 23 November 2020. Only a depositor whose name appears on the General Meeting Record of Depositors as at 23 November 2020 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote in his stead.

REPRESENTATIVE FROM CORPORATE MEMBER

9. For a corporate member who has appointed an authorized representative, please deposit the original certificate of appointment of corporate representative with Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia,

or alternatively,

at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia,

not less than 48 hours before the time appointed for holding the AGM or adjourned meeting at which the person named in the appointment proposes to vote.

Explanatory Notes to Ordinary Business

Note A

This Agenda item is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act, 2016, the audited financial statements do not require formal approval of shareholders and hence, the matter will not be put forward for voting.

Payment of Directors’ Benefits

In accordance with the requirements of Section 230(1) of the Companies Act, 2016, approval of the members is sought for the payment of meeting attendance allowance (a benefit) to the Non-Executive Directors of the Company. If Resolution 6 is passed, the meeting attendance allowance will be payable for such period at the quantum specified.

Explanatory Notes to Special Business

Resolutions on the Continuing in Office as Independent Non-Executive Director

In line with Practice 4.2 of the Malaysian Code on Corporate Governance, Resolution 8 is to enable Dato’ Cheong Keap Tai to continue serving as Independent Director of the Company to fulfill the requirements of Paragraph 3.04 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The justifications of the Board of Directors for recommending and supporting the resolution for his continuing in office as Independent Director is set out under the Nominating Committee Statement in the Company’s Annual Report 2020. The shareholders’ approval for Resolution 8 will be sought on a single-tier voting process.

Resolution pursuant to Sections 75 and 76 of the Companies Act, 2016

Resolution 9 is a renewal of the general authority given to the Directors of the Company to allot and issue shares as approved by the shareholders at the Thirty-Sixth Annual General Meeting held on 12 December 2019 (“Previous Mandate”).

As at the date of this Notice, the Company has issued 5,988,377 new shares (“New Shares”) pursuant to the Previous Mandate. The New Shares were issued pursuant to the share exchange offer to acquire all the remaining securities in YTL Land & Development Berhad not already held by the Company. There were no proceeds raised from the issuance of the New Shares.

Resolution 9, if passed, will give the Directors authority to allot and issue ordinary shares at any time up to a maximum of 20% of the total number of issued share of the Company (“20% General Mandate”) for such purposes as the Directors consider expedient and in the best interest of the Company. This authority will expire at the next AGM of the Company unless revoked or varied by the Company at a general meeting.

The 20% limit is the increased limit (from the 10% limit prescribed in the Listing Requirements) accorded to listed issuers by Bursa Malaysia Securities Berhad vide its letter dated 16 April 2020 as part of its interim relief measures to help listed issuers raise funds quickly and efficiently during this challenging time as a result of the pandemic.

The Board of Directors of the Company is of the view that the 20% General Mandate will provide the Company the flexibility to raise capital in a fast and timely manner for funding future investment project(s), working capital and/or acquisitions or strategic opportunities involving equity deals such as but not limited to placement of shares. The cost and delay involved in convening a general meeting to approve such issuance of shares will be eliminated. As such, the Board of Directors considers the 20% General Mandate proposal to be in the best interest of the Company and its shareholders.

Resolution pertaining to the Renewal of Authority to Buy Back Shares of the Company

For Resolution 10, further information on the Share Buy-Back is set out in the Statement to Shareholders dated 30 October 2020 which is dispatched together with the Company’s Annual Report 2020.