

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Thirty-Ninth Annual General Meeting of YTL Corporation Berhad (the "Company") will be held on Tuesday, the 6th day of December, 2022 at 1.30 p.m. or at any adjournment thereof and will be conducted as a fully virtual meeting through live streaming, online remote participation and voting via the online meeting platform hosted on the TIH Online System ("TIH Online") at <https://tjih.com.my> ("Meeting Platform") to transact the following business:-

**AS ORDINARY BUSINESS**

- To lay before the meeting the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire pursuant to Article 86 of the Company's Constitution:-
  - Dato' Ahmad Fuaad Bin Mohd Dahalan
  - Dato' Yeoh Soo Keng
  - Syed Abdullah Bin Syed Abd. Kadir
  - Raja Noorma Binti Raja Othman
- To approve the payment of fees to the Non-Executive Directors amounting to RM890,000 for the financial year ended 30 June 2022.
- To approve the payment of meeting attendance allowance of RM1,000 per meeting for each Non-Executive Director for the period from January 2023 to December 2023.
- To re-appoint HLB Ler Lum Chew 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 DIRECTORS**

- "THAT 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 nine years, to continue to serve as an Independent Non-Executive Director of the Company."
- "THAT approval be and is hereby given to Faiz Bin Ishak, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company."

**Resolution 8**

**Resolution 9**

**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 10% of the total number of issued shares of the Company for the time being or such other percentage as prescribed by Bursa Malaysia Securities Berhad ("Bursa Securities") 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 Securities.

AND THAT in connection with the above, pursuant to Article 50 of the Constitution of the Company, the shareholders of the Company do hereby waive their statutory pre-emptive rights over all new shares in the Company, such new shares when issued, to rank pari passu with existing issued shares in the Company."

**Resolution 10**

**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 Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Listing Requirements") 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:-

- 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 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 7 December 2021, 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 10% of the total number of issued shares of the Company for the time being quoted on Bursa Securities;
- 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
- 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:-
  - the shares so purchased may be cancelled; and/or
  - the shares so purchased may be retained in treasury for distribution as dividend to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or
  - part of the shares so purchased may be retained as treasury shares with the remainder being cancelled; and/or
  - transfer the shares, or any of the shares for the purposes of or under an employees' shares scheme; and/or
  - transfer the shares, or any of the shares as purchase consideration; and/or
  - 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 Listing Requirements and all other relevant governmental/regulatory authorities."

**Resolution 11**

**9. PROPOSED WAIVER OF STATUTORY PRE-EMPTIVE RIGHTS OF SHAREHOLDERS OVER ALL OPTIONS GRANTED AND/OR TO BE OFFERED/GRANTED AND ALL NEW SHARES TO BE ISSUED IN RELATION TO THE EMPLOYEES SHARE OPTION SCHEME OF THE COMPANY**

"THAT further to the approvals granted by the shareholders of the Company at the Extraordinary General Meeting held on 1 December 2020 for the establishment of the Company's Employees Share Option Scheme ("ESOS") under which options will be granted to eligible employees and directors of the Company and/or its subsidiaries ("Grantees") to subscribe for new ordinary shares in the share capital of the Company in accordance with the By-laws of the 2020 Scheme set out in the Circular to Shareholders dated 10 November 2020, pursuant to Article 50 of the Constitution of the Company, the shareholders of the Company do hereby waive their statutory pre-emptive rights over all options granted and/or to be offered/granted to the Grantees, as well as all new shares of the Company to be issued pursuant to the ESOS, whether before or after the date of this resolution, such new shares when issued, to rank pari passu with existing issued shares in the Company."

**Resolution 12**

By Order of the Board,

HO SAY KENG  
Company Secretary

KUALA LUMPUR  
31 October 2022

**Notes:**

**REMOTE PARTICIPATION AND VOTING**

- The Annual General Meeting ("AGM") will be conducted on a fully virtual basis **without a physical meeting venue** through live streaming, online remote participation and voting via 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 at <https://tjih.com.my>. Please follow the procedures set out in the Administrative Guide for the AGM which is available on the Company's website at <https://www.ytl.com/meetings> to register, participate, speak (in the form of real time submission of typed texts) and vote remotely via the RPV facilities.

**MEETING PLATFORM**

- The Meeting Platform, which is the deemed main venue of the AGM, is registered with MYNIC Berhad under Domain Registration Number: D1A282781. This fulfils Section 327(2) of the Companies Act, 2016 which requires the main venue of the meeting to be in Malaysia and the chairperson to be present at that main venue as clarified in the FAQs on Virtual General Meetings issued by the Companies Commission of Malaysia dated 8 June 2021.

**PROXY**

- 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.
- 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised 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.
- 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 **4 December 2022 at 1.30 p.m.:**
  - In hardcopy form**  
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.
  - Electronically via TIH Online**  
The Form of Proxy can be electronically lodged with Tricor via TIH Online at <https://tjih.com.my>. Please follow the procedures set out in the Administrative Guide for the AGM.
- 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 29 November 2022. Only a depositor whose name appears on the General Meeting Record of Depositors as at 29 November 2022 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote in his stead.

**APPOINTMENT OF REPRESENTATIVE BY CORPORATE MEMBERS**

- For a corporate member who has appointed an authorised representative to participate and vote remotely via the RPV facilities, 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,  
before the time appointed for holding the AGM or adjourned meeting.

**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 Directors**

In line with Practice 5.3 of the Malaysian Code on Corporate Governance, Resolutions 8 and 9 are to enable Dato' Cheong Keap Tai and Faiz Bin Ishak to continue serving as Independent Directors of the Company to fulfil 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 resolutions for their continuing in office as Independent Directors are set out under the Nominating Committee Statement in the Company's Annual Report 2022. The shareholders' approval for Resolutions 8 and 9 will be sought on a single-tier voting process.

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

Resolution 10 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-Eighth Annual General Meeting held on 7 December 2021 ("Previous Mandate").

As at the date of this Notice, the Company has not issued any new shares pursuant to the Previous Mandate which will lapse at the conclusion of this AGM.

Resolution 10, if passed, will enable the Directors to allot and issue ordinary shares at any time up to an amount not exceeding 10% of the total number of issued share of the Company for the time being or such other percentage as prescribed by Bursa Malaysia Securities Berhad, without convening a general meeting which will be both time and cost consuming. The mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

By voting in favour of Resolution 10, shareholders of the Company will agree to waive their pre-emptive rights under Section 85 of the Companies Act, 2016 over all new shares to be allotted and issued by the Directors pursuant to this mandate.

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

For Resolution 11, further information on the Share Buy-Back is set out in the Statement to Shareholders dated 31 October 2022 which is available on the Company's website at <https://www.ytl.com/meetings>.

**Resolution pertaining to the proposed waiver of statutory pre-emptive rights of shareholders over all options granted and/or to be offered/granted and all new shares to be issued pursuant to the ESOS**

Resolution 12 is for shareholders to affirm the waiver of their pre-emptive rights under Section 85 of the Companies Act, 2016 over all options granted and/or to be offered/granted and all new shares to be issued pursuant to the ESOS.

As at the date of this Notice, none of the ESOS options granted were exercised.