



YTL CORPORATION BERHAD

(Company No. 92647-H)
(Incorporated in Malaysia)

**THIRTY-THIRD ANNUAL GENERAL MEETING (“AGM”) HELD AT
MAJESTIC BALLROOM, LEVEL 2, THE MAJESTIC HOTEL KUALA LUMPUR,
5, JALAN SULTAN HISHAMUDDIN, 50000 KUALA LUMPUR
ON TUESDAY, 22 NOVEMBER, 2016**

SUMMARY OF PROCEEDINGS AND KEY MATTERS DISCUSSED

WELCOME ADDRESS

On behalf of the Board of Directors of the Company, Tan Sri Dato’ Seri (Dr) Yeoh Tiong Lay, the Chairman of the Board of Directors, welcomed all the attendees to the AGM

QUORUM

There being the requisite quorum, the AGM was called to order at 12.50 p.m.

NOTICE OF MEETING

The notice convening the AGM as set out in the Annual Report was taken as read with the agreement of the shareholders, corporate representatives and proxies present (collectively, “Members”).

ORDINARY BUSINESS

Audited Financial Statements and Reports for the financial year ended 30 June 2016

The Company’s audited financial statements for the financial year ended 30 June 2016 together with the Reports of the Directors and Auditors were tabled for discussion only as they did not require shareholders’ approval pursuant to the provisions of Section 169(1) and Section 169(3) of the Companies Act 1965. Hence, this matter was not put for voting.

The Managing Director then invited questions from the Members. The following were the salient issues raised:-

- expected effects of foreign currency volatility on the operations and performance of the Company and its subsidiaries (the “Group”);
- the possibility of injection of more hotel assets into YTL Hospitality REIT;
- the sustainability of the Company’s dividend policy; and

- the involvement of the Company in the high speed rail project.

The Minority Shareholder Watchdog Group (“MSWG”) raised several queries, which were also set out in its letter to the Company dated 17 November 2016. The questions raised and answers provided by the Managing Director were as follows:-

1. We noted that the Group’s Cement Division registered a lower revenue and profit before tax in FY2016 compared with FY 2015. The new integrated cement plant in Pahang with a capacity of 5,000 tons of cement per day came on-stream in mid-2016.

- (a) What is the percentage of sales value of the Cement Division for internal and external customers, both local and foreign markets?

The Company is unable to disclose these details for the cement business as this information is sensitive and highly confidential due to the competitive nature of the industry. The confidentiality of this type of proprietary information is one of the key factors in maintaining the competitive edge of the cement operations.

- (b) Would the above percentages be expected to change with the new plant came on-stream in view of the weaker demand for cement on the back of slowdown in the property market in Malaysia?

The percentage is expected to be reduced.

- (c) What would be the expected net earnings contribution from the new plant in FY 2017?

The expected net earnings contribution in FY2017 will be reduced considering the competitive market and the weaker demand.

2. In FY2016, the Hotel Operation of the Group registered an increase of RM113 million or 15% compared with FY2015 but the Segment profit before tax declined substantially by RM17 million or 89%.

- (a) What were the reasons for the substantial decline in the profit of the division?

The decline in profit before tax was mainly due to the unrealised foreign exchange loss on inter-company balances due to weakening of the Ringgit Malaysia.

- (b) What is the average occupancy rate of all hotels in the Group in FY2016 and FY2015?

The Group average occupancy rate of all hotels was 64% for FY2016 and 59% for FY2015.

3. We noted that the other operating expenses for FY2016 increased substantially by 112% from RM244 million for FY2015 to RM518 million.

What were the expenses items that had contributed to the increase in other operating expenses?

The increase in other operating expenses was mainly due to:-

- (a) technical, consulting and project development costs
- (b) impairment loss on property, plant and equipment, property development costs;

- (c) unrealised foreign exchange loss on the term loan denominated in Australian Dollar;
- (d) unrealised foreign exchange loss on inter-company balances; and provision for liquidated ascertained damage.
4. We noted that a few on-going projects of the Construction Division are scheduled to be completed in 2017.

- (a) What is the outstanding order-book for the Construction Division as at todate?

As at 30 June 2016, the outstanding order book for the construction division was valued at RM600 million.

- (b) Would the Division expected to secure any external projects, including projects set out in Malaysia 2017 Budget tabled on 21 October 2016 in 2017?

The Group will continue to bid competitively to secure new projects under the 2017 Budget.

The Group is particularly optimistic about the rail infrastructure projects ie. Klang Valley MRT 2, Klang Valley LRT 3, Gemas-JB double track rail and KL-Singapore High Speed Rail, given that this is one of the key competency areas.

In view that 2017 Budget has also included the allocations for the building and upgrading of new hospitals and clinics (in Perlis, Kuching, Mukah, Jempol, Muar and Johor Bahru), which is another area where the Group has the relevant expertise.

With that, the Chairman concluded the question and answer session for agenda 1 and declared that the Audited Financial Statements were duly laid before the Members in accordance with the requirements of the Companies Act, 1965.

No questions were raised on Resolutions 1 to 13 which were duly proposed and seconded by Members and put aside by the Chairman for voting by poll upon completion of the remaining business of the AGM.

The poll results were as follows:-

RESOLUTION 1

- Re-election of Dato' Yeoh Seok Kian who retired pursuant to Article 84 of the Company's Articles of Association

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
7,993,973,203	90.39995	848,922,882	9.60005	Carried

RESOLUTION 2

- Re-election of Dato' Yeoh Soo Keng who retired pursuant to Article 84 of the Company's Articles of Association

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
7,993,973,203	90.39995	848,922,582	9.60005	Carried

RESOLUTION 3

- Re-election of Dato' Mark Yeoh Seok Kah who retired pursuant to Article 84 of the Company's Articles of Association

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
7,993,973,203	90.39995	848,922,882	9.60005	Carried

RESOLUTION 4

- Re-election of Dato' Ahmad Fuaad Bin Mohd Dahalan who retired pursuant to Article 90 of the Company's Articles of Association

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
8,880,386,019	99.70248	26,499,958	0.29752	Carried

RESOLUTION 5

- Re-appointment of Tan Sri Dato' Seri (Dr) Yeoh Tiong Lay who retired pursuant to Section 129(6) of the Companies Act, 1965

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
8,729,066,910	98.01051	177,188,687	1.98949	Carried

RESOLUTION 6

- Re-appointment of Eu Peng Meng @ Leslie Eu pursuant to Section 129(6) of the Companies Act, 1965

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
8,140,929,364	91.40118	765,880,493	8.59882	Carried

RESOLUTION 7

- Approval of the payment of Directors' Fees amounting to RM719,809.00 for the financial year ended 30 June 2016

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
9,132,200,272	99.99984	14,276	0.00016	Carried

RESOLUTION 8

- Re-appointment of HLB Ler Lum as Auditors of the Company and authorisation for the Directors to fix their remuneration

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
9,132,558,332	99.99995	4,276	0.00005	Carried

SPECIAL BUSINESS:-**RESOLUTION 9**

- Approval for Dato' Cheong Keap Tai to continue in office as Independent Non-Executive Director

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
8,164,178,568	91.66142	742,708,289	8.33858	Carried

RESOLUTION 10

- Approval for Eu Peng Meng @ Leslie Eu to continue in office as Independent Non-Executive Director

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
8,152,554,062	91.58701	748,876,627	8.41299	Carried

RESOLUTION 11

- Authorisation for the Directors to allot shares pursuant to Section 132D of the Companies Act, 1965

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
8,916,434,370	97.63346	216,126,134	2.36654	Carried

RESOLUTION 12

- Renewal of Share Buy-Back Authority.

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
8,918,321,452	97.65413	214,238,320	2.34587	Carried

RESOLUTION 13

- Renewal of Shareholder Mandate for Existing Recurrent Related Party Transactions and New Shareholder Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature.

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
3,433,496,792	99.99897	35,285	0.00103	Carried

CLOSE OF MEETING

As there was no further business to be transacted, the Chairman thanked Members for their attendance and support.

The AGM was declared closed at 2.15 p.m. with a vote of thanks to the Chairman as proposed by a Member.