



YTL Land & Development Berhad

Company No. 1116-M

**SEVENTY-SEVENTH ANNUAL GENERAL MEETING (“AGM”) HELD AT
MAYANG SARI GRAND BALLROOM, LOWER LEVEL 3,
JW MARRIOTT HOTEL KUALA LUMPUR, 183, JALAN BUKIT BINTANG,
55100 KUALA LUMPUR
ON TUESDAY, 12 DECEMBER 2017**

SUMMARY OF PROCEEDINGS AND KEY MATTERS DISCUSSED

OPENING REMARKS

On behalf of the Board of Directors (“**Board**”) of the Company, Dato’ Suleiman Bin Abdul Manan, the Chairman of the Board, welcomed all the attendees to the AGM. The Chairman then conveyed apologies from Dato’ Sri Michael Yeoh Sock Siong and Mr Eu Peng Meng @ Leslie Eu who were unable to attend the AGM.

Before proceeding with the AGM, a minute of silence was observed in memory of the founder of YTL group, the late Tan Sri Dato’ Seri (Dr) Yeoh Tiong Lay who passed away in October 2017. On behalf of the Board, the Chairman expressed his gratitude to the shareholders for their continuous support.

QUORUM

There being the requisite quorum, the AGM was called to order at 3.00 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 2017

The Company’s audited financial statements for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors were for discussion only as it did not require shareholders’ approval in accordance with Section 340(1)(a) of the Companies Act, 2016. Hence, this matter was not put for voting.

The Chairman then invited questions from the Members. The salient questions raised are as follows:-

- Rationale of the acquisition of the remaining 30% equity interest in Sentul Raya Sdn Bhd, a subsidiary of the Company from KTMB (Sentul) Sdn Bhd and Keretapi Tanah Melayu Berhad;
- Prospects and business review of the Company and group;
- Impairment of goodwill and investment in subsidiaries;
- Financial and share performance of the Company;
- Project highlights including the progress and strategies in dealing with slow moving inventories;
- Proposed dividend pay-out.

The Minority Shareholder Watchdog Group raised several queries, which were also set out in its letter to the Company dated 7 December 2017. The questions raised and answers provided by the Directors were as follows:-

Strategic and financial matters

- (i) As reported in Note 40 on page 145 of the Annual Report, the Group's gearing ratio has increased from 66% in FY2016 to 75% in FY2017.

- (a) What would be the optimum gearing ratio for the Group?

The optimum gearing ratio will be in the region of 2.5x its shareholders' funds.

- (b) What are the measures taken to maintain the gearing ratio as an optimum level?

Measures include better management of project profitability margins, inventories and cash flow.

- (ii) What are the latest take up rates of U-Thant Place and Shorefront Penang projects? What is the gross development value ("GDV") of each project?

The take up rate for the U-Thant Place project is 100% and the GDV is RM68 million, whilst the take up rate for the Shorefront project is 91% and the GDV is RM292 million.

- (iii) The impairment losses on property developments amounted to RM12.9 million in FY2017 as compared to RM5.2 million in FY2016.

- (a) Which project was the impairment loss related to?

The impairment loss relates to the 3 Orchard By-The-Park project undertaken by YTL Westwood Properties Pte Ltd in Singapore.

- (b) Is there any foreseeable impairment loss in FY2018?

This will depend on how property prices in Singapore perform in FY2018.

- (iv) What is the amount of impairment loss on goodwill contributed by 3 Orchard By-The-Park residential property project in Singapore in FY2017? Is there a potential for the impairment loss to be written back as the property prices in Singapore have stabilised and reported higher prices recently in the newspaper?

The impairment amount was RM27.0 million. As regards the writing back of any impairment losses, under the currently applicable accounting standards, this is not permitted (FRS136 para 124 – “an impairment loss recognised for goodwill shall not be reversed in a subsequent period”).

- (v) In Note 20(c) on page 127 of the Annual Report, there was an amount due from Kuala Lumpur Performing Arts Centre (“**KLPAC**”) of RM10.9 million (2016: RM11 million).

- (a) Could the Board confirm whether the amount due from KLPAC make up the bulk of the trade receivables of RM13.8 million disclosed on page 125 of the Annual Report?

The amount due from KLPAC was classified under “Other Receivables”. Therefore, it is not included in the trade receivables of RM13.8 million.

- (b) What was the reason for the huge outstanding amount?

The outstanding amount is mainly from rental of the building. The investment in KLPAC is also a social project and its social contribution to the community is very important and valuable.

- (c) Please explain the credit risk and collection policies in place.

Receivable balances are monitored continually such that the Group’s and the Company’s exposure to credit risk is minimised.

- (vi) Other income increased substantially from RM27.8 million in FY2016 to RM46.1 million in FY2017. What was the reason for the increase?

The increase was mainly due to the sales of additional car park spaces for the Fennel project and higher project management fees received by a subsidiary, Bayumaju Sdn Bhd, for the Midfield 2 project undertaken by a related company, Syarikat Pembinaan Yeoh Tiong Lay Sdn Bhd.

- (vii) What would be the property launches in FY2018? Please also provide the GDV of each project.

We intend to launch a new project in Ipoh called The Camellia, the last block of the Fennel, together with D5 and D2 in Sentul, as well a new phase in Pantai Peak, with a total combined GDV of about RM800 million.

Corporate governance matter

- (i) The Company is seeking shareholders’ approval for the payment of Directors’ benefits (other than Directors’ fees) up to an amount of RM790,000 from 31 January 2017 until the next Annual General Meeting of the Company.

Could the Board provide the breakdown of the benefits to be approved by the shareholders?

The breakdown by categories is follows:-

	<u>RM</u>
Medical coverage	178,000
Transportation	260,000
Accommodation	110,000
Security	62,000
Other claims	175,000

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, 2016.

No questions were raised on Resolutions 1 to 16 which were duly proposed and seconded by the 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' Cheong Keap Tai who retired pursuant to Article 84 of the Company's Constitution

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
642,981,530	99.994	40,038	0.006	Carried

RESOLUTION 2

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

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
637,447,168	99.133	5,574,400	0.867	Carried

RESOLUTION 3

- Re-appointment of Dato' Hamidah Binti Maktar who retired pursuant to Article 84 of the Company's Constitution

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
637,447,168	99.133	5,574,400	0.867	Carried

RESOLUTION 4

- Re-appointment of Dato' Suleiman Bin Abdul Manan as Director of the Company

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
637,412,168	99.128	5,609,400	0.872	Carried

RESOLUTION 5

- Re-appointment of Tan Sri Datuk Seri Panglima Dr. Abu Hassan Bin Othman as Director of the Company

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
642,980,530	99.995	34,500	0.005	Carried

RESOLUTION 6

- Re-appointment of Eu Peng Meng @ Leslie Eu as Director of the Company

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
642,919,992	99.994	40,038	0.006	Carried

RESOLUTION 7

- Approval of the payment of Directors' fees amounting to RM560,000 for the financial year ended 30 June 2017

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
642,986,068	99.994	35,500	0.006	Carried

RESOLUTION 8

- Approval of the payment of meeting attendance allowance of RM1,000 per meeting for each Non-Executive Director with effect from February 2017 until otherwise resolved

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
643,007,368	99.998	14,200	0.002	Carried

RESOLUTION 9

- Approval of the payment of Directors' benefits (other than Directors' fees) up to an amount of RM790,000 from 31 January 2017 to next Annual General Meeting of the Company

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
642,985,868	99.994	35,700	0.006	Carried

RESOLUTION 10

- Re-appointment of Ernst & Young 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	%	
643,009,568	99.998	12,000	0.002	Carried

SPECIAL BUSINESS:-**RESOLUTION 11**

- Approval for Tan Sri Datuk Seri Panglima Dr. Abu Hassan Bin Othman to continue in office as Independent Non-Executive Director

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
642,917,992	99.994	35,500	0.006	Carried

RESOLUTION 12

- 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	%	
642,981,530	99.994	40,038	0.006	Carried

RESOLUTION 13

- 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	%	
642,981,530	99.994	40,038	0.006	Carried

RESOLUTION 14

- Authorisation for the Directors to allot shares pursuant to Section 75 of the Companies Act, 2016

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
642,979,530	99.994	35,500	0.006	Carried

RESOLUTION 15

- Renewal of Share Buy-Back Authority

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
643,007,568	99.998	14,000	0.002	Carried

RESOLUTION 16

- Renewal of Shareholder Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature (“RRPT”) and New Shareholder Mandate for Additional RRPT

Vote in Favour		Vote Against		Results
No. of Shares	%	No. of Shares	%	
32,762,761	99.892	35,500	0.108	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 4.35 p.m. with a vote of thanks to the Chairman.