



# YTL LAND & DEVELOPMENT BERHAD

(Company No. 1116-M)  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of YTL Land & Development Berhad (“YTL Land” or “Company”) will be held at Mayang Sari Grand Ballroom, Lower Level 3, JW Marriott Hotel Kuala Lumpur, 183, Jalan Bukit Bintang, 55100 Kuala Lumpur on Wednesday, 31 May 2017 at 3.00 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

### ORDINARY RESOLUTION

**PROPOSED RATIFICATION OF THE ACQUISITION BY YTL LAND & DEVELOPMENT BERHAD OF THE REMAINING 30% EQUITY INTEREST IN SENTUL RAYA SDN BHD FROM KTMB (SENTUL) SDN BHD (“KTMB SENTUL”) AND KERETAPI TANAH MELAYU BERHAD (“KTMB”) FOR A TOTAL CONSIDERATION OF RM252,424,000 (“ACQUISITION”) (“PROPOSED RATIFICATION”)**

“**THAT** the execution of the sale and purchase agreement dated 29 November 2016 entered into by the Company with KTMB Sentul and KTMB (“SPA”), details of which are set out in the circular to shareholders of the Company dated 16 May 2017, and the Acquisition which was completed on 16 January 2017 be and are hereby approved, ratified and confirmed.

**THAT** all acts, deeds and things carried out by the Company and/or by its Directors, as the Board of Directors has considered necessary under or pursuant to the terms of the SPA, be and are hereby approved, ratified and confirmed.

**AND THAT** the Directors be and are hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any condition, modification, variation and/or amendment as may be required, or imposed by the relevant authorities, and to take all steps and to execute all such documents as may be required to implement, finalise and give full effect to the Acquisition and the Proposed Ratification.”

By Order of the Board

Ho Say Keng  
Company Secretary

Kuala Lumpur  
16 May 2017

### Notes:

- (1) A member entitled to attend and vote at the meeting may appoint a proxy to vote in his stead. A proxy may but need not be a member of the Company. A member other than an Authorised Nominee will not be entitled to appoint more than one proxy to attend and vote at the same meeting and where such member appoints more than one proxy to attend and vote at the same meeting, such appointment will be invalid. Where a member of the Company is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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.*
- (2) The original Form of Proxy and the Power of Attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be lodged at the office of the appointed share registrar for the extraordinary general meeting (“EGM”), Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not later than 48 hours before the time appointed for holding the EGM or at any adjournment thereof. Facsimile transmission of such documents will not be accepted.*
- (3) In the case of a corporation, the Form of Proxy should be executed under its Common Seal or under the hand of some officer of the corporation duly authorised in writing on its behalf.*
- (4) Unless voting instructions are indicated in the spaces provided above, the proxy may vote as he thinks fit.*
- (5) For the purpose of determining a member who will be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 60(2) of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 24 May 2017. Only a depositor whose name appears on the General Meeting Record of Depositors as at 24 May 2017 will be entitled to attend the EGM or appoint proxy to attend and/or vote in his stead.*