

YTL HOSPITALITY REIT

(established in Malaysia pursuant to a deed dated 18 November 2005 (as restated and amended))

NOTICE OF MEETING OF UNITHOLDERS

NOTICE IS HEREBY GIVEN THAT a meeting of the Unitholders of YTL Hospitality REIT (“**YTL REIT**”) will be held at Mayang Sari Grand Ballroom, Lower Level 3, JW Marriott Hotel Kuala Lumpur, 183 Jalan Bukit Bintang, 55100 Kuala Lumpur on Friday, 20 October 2017 at 3.30 p.m. or immediately upon the conclusion of the Fifth Annual General Meeting of YTL REIT scheduled to be held at the same venue on the same day at 3.00 p.m., whichever is later, or at any adjournment thereof to consider, and if thought fit, to pass the following ordinary resolution, with or without modifications:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF THE MAJESTIC HOTEL KUALA LUMPUR (“PROPERTY”) FROM YTL MAJESTIC HOTEL SDN BHD (“VENDOR”) FOR A CASH CONSIDERATION OF RM380,000,000 (“PROPOSED ACQUISITION”) AND PROPOSED LEASE OF THE PROPERTY TO THE VENDOR (“PROPOSED LEASE”)

(THE PROPOSED ACQUISITION AND PROPOSED LEASE ARE COLLECTIVELY REFERRED TO AS THE “PROPOSED TRANSACTIONS”)

“THAT, subject to the approvals being obtained from the relevant authorities and parties, approval be and is hereby given for:

- (i) the proposed acquisition by Maybank Trustees Berhad, as the trustee for YTL REIT (“**Trustee**”), of the Property located on the land held under Geran 23849 Lot 74 Seksyen 59, Bandar dan Daerah Kuala Lumpur, Wilayah Persekutuan KL (“**Land**”), which comprises (a) the hotel buildings and interest in the registered lease over the Land on which the said buildings are located; and (b) the fixtures, fittings and other assets as described in the conditional sale and purchase agreement dated 26 May 2017 entered into between the Trustee and the Vendor (“**SPA**”), from the Vendor for a total purchase consideration of RM380,000,000 to be satisfied entirely by cash, on the terms and subject to the conditions contained in the SPA (the salient terms of which are set out in Section 2.4.1 of the Circular to Unitholders dated 29 September 2017 (“**Circular**”); and
- (ii) the proposed sub-lease of the Property to the Vendor by the Trustee, on the terms and subject to the conditions contained in a sub-lease agreement to be entered into between the Trustee and the Vendor which will take effect on completion of the Proposed Acquisition (the salient terms of which are set out in Section 2.4.2 of the Circular).

AND THAT the Directors of Pintar Projek Sdn Bhd (“**Manager**”) and the Trustee, on behalf of YTL REIT, be and are hereby authorised to take such steps and enter into such agreements, arrangements, undertakings, indemnities, guarantees, modifications, variations, transfers and/or assignments with any party/parties as may, at their discretion, be so required or deemed appropriate in connection with the Proposed Transactions and to carry out any other matters as they may deem necessary or expedient to give effect to the Proposed Transactions and all previous actions taken by the Directors of the Manager and the Trustee, on behalf of YTL REIT in connection with the Proposed Transactions are hereby ratified.”

**By Order of the Board of
Pintar Projek Sdn Bhd
(Manager for YTL Hospitality REIT)**

Ho Say Keng
Company Secretary

Kuala Lumpur
29 September 2017

Notes:

1. A unitholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of him. A proxy may, but need not, be a unitholder of YTL REIT. A unitholder other than an authorised nominee shall not be entitled to appoint more than one proxy to attend and vote at the same meeting and where such unitholder appoints more than one proxy to attend and vote at the same meeting, such appointment shall be invalid.
2. Where a unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy (but not more than two proxies) in respect of each securities account it holds in units standing to the credit of the said securities account. Where the unitholder appoints two proxies, the appointment will be invalid unless the unitholder specifies the proportions of his holdings to be represented by each proxy.
3. Where a unitholder is an exempt authorised nominee which holds units in YTL REIT 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.
4. 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 registered office of the Manager at 11th Floor, Yeoh Tiong Lay Plaza, 55 Jalan Bukit Bintang, 55100 Kuala Lumpur not less than 48 hours before the time appointed for the Meeting of Unitholders (“**Unitholders’ Meeting**”) or at any adjournment thereof.
5. In the case of a corporation, the Form of Proxy should be executed under its common seal or under the hand of an officer or attorney who has been duly authorised by the corporation.
6. For the purpose of determining the unitholders who shall be entitled to attend the meeting, the Manager shall request Bursa Malaysia Depository Sdn Bhd, in accordance with Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 12 October 2017. Only a depositor whose name appears on the General Meeting Record of Depositors as at 12 October 2017 shall be entitled to attend the Unitholders’ Meeting or appoint proxy to attend and/or vote on his behalf.