

YTL Power International Berhad

Company No. 406684-H

**TWENTY-SECOND 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
WEDNESDAY, 12 DECEMBER, 2018**

SUMMARY OF PROCEEDINGS AND KEY MATTERS DISCUSSED

WELCOME ADDRESS

Tan Sri Dato’ (Dr) Francis Yeoh Sock Ping, the Chairman of the Board of Directors, welcomed all the attendees to the AGM. The Chairman then conveyed apologies from Dato’ Sri Michael Yeoh Sock Siong who was unable to attend the AGM.

QUORUM

There being the requisite quorum, the AGM was called to order at 10.10 a.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 members, corporate representatives and proxies present (collectively, “Members”).

ORDINARY BUSINESS

Audited Financial Statements and Reports for the financial year ended 30 June 2018

The Company’s audited financial statements for the financial year ended 30 June 2018 together with the Reports of the Directors and Auditors were tabled for discussion only as they did not require members’ approval pursuant to the provisions of 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 related to:-

- the basis for determination of the directors’ remuneration;
- progress development and completion timeline of a 554 megawatt oil shale-fired power generation project in the Hashemite Kingdom of Jordan and a 1,320 megawatt coal-fired power project in Indonesia;

- rationale for the acquisition of The Hague Marriott Hotel and update on performance;
- progress, strategies and outlook of the 1BestariNet project, issues and challenges of the project and the project's contribution to the Group's earnings;
- any plans for future developments in other business areas such as green energy and 5G technology.

During the session of addressing the Members' queries relating to the 1BestariNet programme, the following video clips were played:-

- (i) Case study of 1BestariNet as a great showcase of technology in education, presented by Chief Executive Officer of Google, Mr Sundar Pichai, at the annual Google I/O Summit (<https://www.youtube.com/watch?v=X3ipm3fDU60>);
- (ii) Local news from RTM1 on the positive impact of the Frog VLE programme at SK Sungai Lalang in Kedah (<https://www.youtube.com/watch?v=UJ-b6JWoRpo&t=2m14s>).

The Secretary then read out the questions from the Minority Shareholder Watchdog Group ("MSWG") raised in its letter to the Company dated 4 December 2018. The answers provided by the Managing Director were as follows:-

Strategic / Financial

- 1) How will the Board address the issue of intense price competition in the telecommunications industry, coupled with the higher operating costs in the loss-making segment of Mobile Broadband Network (page 15 of the Annual Report 2018)?

The Group has made good progress in building up its subscriber base, increasing revenue and reducing the segment's losses. As can be seen in the 1st Quarter results for FY2019, the segment's losses have been pared down to RM8 million.

The bulk of the costs of the mobile broadband business costs are frontloaded to build out the network and infrastructure across the country, and this has now been completed.

We are also adding value to the business through education platforms and IOT (internet of things) applications. We have the advantage of being the only mobile broadband company to develop and deliver our own virtual learning environment, called the Frog VLE.

- 2) We note that the increase in the Company's water and sewerage segment profit before tax was mainly due to a reduction in operating cost (page 15 of the Annual Report 2018). How much costs had been reduced by the segment in FY2018? How much is expected to be reduced in FY2019 and in which areas?

Operating costs were reduced by a one-off credit recognised in 2018 relating to a reduction in pension costs. The net amount was approximately RM163.5 million. Going forward, the pension actuarial valuation and assumptions will be adjusted and updated on an annual basis.

- 3) What are the main reasons for the sharp decrease in other operating income by approximately 60% from RM102.9 million in FY2017 to RM41.2 million in FY2018 (page 103 of the Annual Report 2018)?

The other operating income recorded in FY2018 is a normalised level.

Compared to FY2017, the lower income in FY2018 was mainly due to the following:-

- (i) A one-off fair value gain last year of approximately RM32 million that was absent in 2018. The one-off gain relates to the acquisition of an additional 15% stake in APCO, Jordan; and*
- (ii) Lower interest income and lower forex gains in 2018 compared to 2017.*

- 4) What measures are being taken to manage the finance costs of the Investment Holding Activities segment which had contributed to the segment's loss of RM43.5 million in FY 2018 (page 16 of the Annual Report)?

Measures being taken include paring down of borrowings (RM1.2 billion in debt was repaid in August 2018) and proactive management of the Group's investment portfolios.

The Group has always maintained an optimal capital structure to ensure it is in a strong financial position to gain the best advantage in terms of merger and acquisition opportunities.

Corporate Governance

The Company in its Corporate Governance Report stated that it has applied Practice 12.3 of MCGG. Practice 12.3 refers to facilitating or providing a platform for shareholders to vote remotely without being physically present at the Company's AGM.

Based on the Company's explanation on the application of Practice 12.3, the Company has not applied the Practice.

Please take note.

The Intended Outcome for Practice 12.3 is that shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings. Our view is that this outcome has been fully met in our conduct of the AGM.

The entirety of 12.3 is that a platform for voting in absentia is provided where AGMs are held in remote areas that are difficult to access. Our AGMs are held in areas that are easy for shareholders to reach. This has the dual benefits of:-

- (i) Making it easy for shareholder to attend; and*
- (ii) Encouraging shareholders to attend in order to hear explanations from the Board and discussions during the meeting;*

This enables shareholders to better understand the rationale for the resolutions and make informed decisions during the voting process.

As regards the rest of 12.3, the Company does utilise technology to facilitate voting for large numbers of shareholders as can be seen by the voting via apps and electronic voting provided for at this AGM and for the past few years.

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 11 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 Constitution.

| Vote in Favour | | Vote Against | | Results |
|----------------|---------|---------------|--------|---------|
| No. of Shares | % | No. of Shares | % | |
| 6,504,074,248 | 96.3950 | 243,241,373 | 3.6050 | Carried |

RESOLUTION 2

- Re-election of Dato' Yeoh Soo Min who retired pursuant to Article 84 of the Company's Constitution.

| Vote in Favour | | Vote Against | | Results |
|----------------|---------|---------------|--------|---------|
| No. of Shares | % | No. of Shares | % | |
| 6,504,036,629 | 96.3949 | 243,243,373 | 3.6051 | Carried |

RESOLUTION 3

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

| Vote in Favour | | Vote Against | | Results |
|----------------|---------|---------------|--------|---------|
| No. of Shares | % | No. of Shares | % | |
| 6,729,562,862 | 99.7374 | 17,717,140 | 0.2626 | Carried |

RESOLUTION 4

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

| Vote in Favour | | Vote Against | | Results |
|----------------|---------|---------------|--------|---------|
| No. of Shares | % | No. of Shares | % | |
| 6,504,025,812 | 96.3949 | 243,243,373 | 3.6051 | Carried |

RESOLUTION 5

- Approval of the payment of Directors' fees amounting to RM724,932 for the financial year ended 30 June 2018.

| Vote in Favour | | Vote Against | | Results |
|----------------|---------|---------------|--------|---------|
| No. of Shares | % | No. of Shares | % | |
| 6,567,134,449 | 99.9885 | 757,391 | 0.0115 | Carried |

RESOLUTION 6

- Approval of the payment of meeting attendance allowance of RM1,000 per meeting for each Non-Executive Director for the period from January 2019 to December 2019.

| Vote in Favour | | Vote Against | | Results |
|----------------|---------|---------------|--------|---------|
| No. of Shares | % | No. of Shares | % | |
| 6,746,721,996 | 99.9918 | 552,702 | 0.0082 | Carried |

RESOLUTION 7

- Re-appointment of PricewaterhouseCoopers PLT 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 | % | |
| 6,735,387,274 | 99.8236 | 11,900,140 | 0.1764 | Carried |

SPECIAL BUSINESS:**RESOLUTION 8**

- Approval for Tan Sri Datuk Dr. Aris Bin Osman @ Othman to continue in office as Independent Non-Executive Director.

| Vote in Favour | | Vote Against | | Results |
|----------------|---------|---------------|---------|---------|
| No. of Shares | % | No. of Shares | % | |
| 5,707,467,865 | 84.5891 | 1,039,819,549 | 15.4109 | Carried |

RESOLUTION 9

- Authorisation for the Directors to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

| Vote in Favour | | Vote Against | | Results |
|----------------|---------|---------------|--------|---------|
| No. of Shares | % | No. of Shares | % | |
| 6,150,412,102 | 91.1538 | 596,875,312 | 8.8462 | Carried |

RESOLUTION 10

- Renewal of Share Buy-Back Authority.

| Vote in Favour | | Vote Against | | Results |
|----------------|---------|---------------|--------|---------|
| No. of Shares | % | No. of Shares | % | |
| 6,747,275,152 | 99.9998 | 12,262 | 0.0002 | Carried |

RESOLUTION 11

- 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 | % | |
| 1,537,916,264 | 99.9668 | 511,323 | 0.0332 | 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 12.45 p.m. with a vote of thanks to the Chairman as proposed by a Member.