



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Fifth Annual General Meeting of YTL Cement Berhad (the “Company”) will be held on Monday, the 12th day of December, 2022 at 11.00 a.m. or at any adjournment thereof and will be conducted as a **fully virtual** meeting through live streaming, online remote participation and voting via the online meeting platform hosted on the TIIH Online System (“**TIIH Online**”) at <https://tjih.com.my> (“**Meeting Platform**”) to transact the following business:

AS ORDINARY BUSINESS

- To lay before the meeting the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and Auditors thereon. **Please refer Explanatory Note A**
- To re-elect the following Directors who retire pursuant to Article 84 of the Company’s Constitution:-
 - Tan Sri (Sir) Francis Yeoh Sock Ping **Resolution 1**
 - Dato’ Yeoh Soo Keng **Resolution 2**
 - Joseph Benjamin Seaton **Resolution 3**
- To approve the payment of fees to the Non-Executive Directors amounting to RM80,000 for the financial year ended 30 June 2022. **Resolution 4**
- To approve the payment of meeting attendance allowance of RM1,000 per meeting for each Non-Executive Director for the period from January 2023 to December 2023. **Resolution 5**
- To re-appoint HLB Ler Lum Chew PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

By Order of the Board,

HO SAY KENG
Company Secretary

KUALA LUMPUR
17 November 2022

Notes:

REMOTE PARTICIPATION AND VOTING

- The Annual General Meeting (“AGM”) will be conducted on a fully virtual basis **without a physical meeting venue** through live streaming, online remote participation and voting via the Remote Participation and Voting (“RPV”) facilities provided by the appointed share registrar for the AGM, Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) on its TIIH Online at <https://tjih.com.my>. Please follow the procedures set out in the Administrative Guide for the AGM which is available on the Company’s website at <https://ytlcement.com/investor> to register, participate, speak (in the form of real time submission of typed texts) and vote remotely via the RPV facilities.

MEETING PLATFORM

- The Meeting Platform, which is the deemed main venue of the AGM is registered with MYNIC Berhad under Domain Registration Number: D1A282781. This fulfils Section 327(2) of the Companies Act, 2016 which requires the main venue of the meeting to be in Malaysia and the chairperson to be present at that main venue as clarified in the FAQs on Virtual General Meetings issued by the Companies Commission of Malaysia dated 8 June 2021.

PROXY

- A member (including an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”)) entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM via the RPV facilities.
- Where a member is an Exempt Authorised Nominee as defined under the SICDA, 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.
- A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised in writing.
- The appointment of proxy must be made in hardcopy form or by electronic means as specified below and must be received by Tricor not less than 48 hours before the time appointed for holding the AGM i.e. no later than **10 December 2022 at 11.00 a.m.**:

(i) In hardcopy form

The original Form of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power or authority shall be deposited at the office of Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia,

or alternatively,

at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) Electronically via TIIH Online

The Form of Proxy can be electronically lodged with Tricor via TIIH Online at <https://tjih.com.my>. Please follow the procedures set out in the Administrative Guide for the AGM.

- For the purpose of determining a member who shall be entitled to attend the AGM via the RPV facilities, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 59 of the Company’s Constitution and Section 34(1) of the SICDA to issue a General Meeting Record of Depositors as at 5 December 2022. Only a depositor whose name appears on the General Meeting Record of Depositors as at 5 December 2022 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote in his stead.

APPOINTMENT OF REPRESENTATIVE BY CORPORATE MEMBERS

- For a corporate member who has appointed an authorised representative to participate and vote remotely via the RPV facilities, please deposit the original certificate of appointment of corporate representative with Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia,

or alternatively,

at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia,

before the time appointed for holding the AGM or adjourned meeting.

Explanatory Notes to Ordinary Business -

Note A

This Agenda item is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act, 2016, the audited financial statements do not require formal approval of shareholders and hence, the matter will not be put forward for voting.

Payment of Directors’ Benefits

In accordance with the requirements of Section 230(1) of the Companies Act, 2016, approval of the members is sought for the payment of meeting attendance allowance (a benefit) to the Non-Executive Directors of the Company. If Resolution 5 is passed, the meeting attendance allowance will be payable for such period at the quantum specified.