

YNH PROPERTY BHD (561986-V)
(Incorporated in Malaysia)

Minutes of the Fifteenth Annual General Meeting of the Company held at Hotel Sfera, 2479, Jalan Dato' Yu Neh Huat, Taman Samudera, 32040 Sri Manjung on Tuesday, 23 May 2017 at 11.45 a.m.

PRESENT	Dato' Dr. Yu Kuan Chon, DIMP, PPT, MBBS (Chairman) Dato' Yu Kuan Huat, DPMP, PMP, AMP, PPT Dato' Lim Git Hooi @ Robert Lim, DPMP, JP Ching Nye Mi @ Chieng Ngie Chay Ding Ming Hea Shareholders in person, by proxies and by representatives (as per attendance sheet)	
BY INVITATION	Dato' Lock Peng Kuan Jason Wong Yew Ming Invitees as per attendance sheet) Representing the Auditors,) Baker Tilly AC
IN ATTENDANCE	Chan Yoke Yin Cheng Ghee Cheng Chan Yit Xin) Company Secretaries)

1. QUORUM

The Company Secretary confirmed that a quorum was present.

2. WELCOME BY CHAIRMAN

The Chairman extended a warm welcome to all shareholders, proxies and invitees present at the Meeting.

3. NOTICE

The Notice convening the Meeting was taken as read.

The Chairman informed the Meeting that pursuant to Chapter 8.29A (1) of Bursa Malaysia Securities Berhad Listing Requirements, all the resolutions set out in the Notice of General Meeting must be voted by poll and Chapter 8.29A(2) requires that at least one Scrutineer be appointed to validate the votes cast. The Company has therefore appointed Raki CS Tan & Ramanan as Scrutineer for the Meeting to oversee the conduct of the poll and scrutinizing the votes cast.

The Chairman further informed the Meeting that MSWG has raised a few questions in their letter dated 18 May 2017 which was received by the Company on 19 May 2017. The Chairman then presented to shareholders the questions raised by MSWG together with the related answers as in Appendix A.

4. AUDITED FINANCIAL STATEMENTS AND REPORTS

The Audited Financial Statements for the year ended 31 December 2016, together with the Directors' and Auditors' Reports thereon, were tabled for discussion.

The Audited Financial Statements for the year ended 31 December 2016 together with the Directors' and Auditors' Reports thereon are deemed received by the meeting as the same had been laid before the meeting in compliance with Section 340(1) of the Companies Act, 2016.

5. ORDINARY RESOLUTIONS

The Chairman then took the Meeting through all the Ordinary Resolutions as appeared under Ordinary Business and Special Business of the Agenda as follows:

- Ordinary Resolution 1 on the payment of Directors' Fees of RM152,830 in respect of the year ended 31 December 2016.
- Ordinary Resolution 2 on the payment of Directors' benefits up to an amount of RM250,000 from 1 January 2017 until the next Annual General Meeting of the Company.
- Ordinary Resolution 3 on the re-election of Ding Ming Hea as a Director of the Company in accordance with the Company's Articles of Association.
- Ordinary Resolution 4 on the appointment of Messrs Baker Tilly Monteiro Heng as new Auditors of the Company in place of the retiring Auditors, Messrs Baker Tilly AC and to authorise the Directors to fix their remuneration.
- Ordinary Resolution 5 on Proposed Renewal of Share Buy Back Authority.
- Ordinary Resolution 6 on Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

As there were no questions from the floor, the Meeting then proceeded to the poll-voting for all the resolutions.

On completion of the voting, the Meeting adjourned for lunch at 12.15 p.m.

The Meeting was reconvened at 1.40 p.m. for the declaration of the poll results which were verified by the Scrutineer as follows:

5.1 ORDINARY RESOLUTION 1 – PAYMENT OF DIRECTORS' FEES

The results of the poll count for Ordinary Resolution 1 on the payment of Directors' Fees of RM152,830 in respect of the year ended 31 December 2016 were as follows:

Indication	Records	Number of shares	Percentage (%)
FOR	190	245,910,882	100.00
AGAINST	0	0	0.00
Total	190	245,910,882	100.00
ABSTAINED	0	0	
SPOILT	0	0	

As the number of votes cast in favor of the resolution represented 100% of the total votes cast and there was no vote cast against, Ordinary Resolution 1 on the payment of Directors' Fees of RM152,830 in respect of the year ended 31 December 2016 was passed.

5.2 ORDINARY RESOLUTION 2 – PAYMENT OF DIRECTORS' BENEFITS

The results of the poll count for Ordinary Resolution 2 on the payment of Directors' benefits up to an amount of RM250,000 from 1 January 2017 until the next Annual General Meeting of the Company were as follows:

Indication	Records	Number of shares	Percentage (%)
FOR	190	245,910,882	100.00
AGAINST	0	0	0
Total	190	245,910,882	100.00
ABSTAINED	0	0	
SPOILT	0	0	

As the number of votes cast in favor of the resolution represented 100% of the total votes cast and there was no vote cast against, Ordinary Resolution 2 on the payment of Directors' benefits up to an amount of RM250,000 from 1 January 2017 until the next Annual General Meeting of the Company was passed.

5.3 ORDINARY RESOLUTION 3 – RE-ELECTION OF DING MING HEA

The results of the poll count for Ordinary Resolution 3 on the re-election of Ding Ming Hea to the Board were as follows:

Indication	Records	Number of shares	Percentage (%)
FOR	177	168,119,316	99.9980
AGAINST	2	3,336	0.0020
Total	179	168,122,652	100.00
ABSTAINED	11	77,788,230	
SPOILT	0	0	

As the number of votes cast in favor of the resolution represented 99.9980% of the total votes cast with 0.0020% votes cast against, Ordinary Resolution 3 on the re-election of Ding Ming Hea to the Board was passed.

5.4 ORDINARY RESOLUTION 4 – APPOINTMENT OF MESSRS BAKER TILLY MONTEIRO HENG AS NEW AUDITORS IN PLACE OF THE RETIRING AUDITORS, MESSRS BAKER TILLY AC

The results of the poll count for Ordinary Resolution 4 on the appointment of Messrs Baker Tilly Monteiro Heng as new Auditors of the Company in place of the retiring Auditors, Messrs Baker Tilly AC and to authorise the Directors to fix their remuneration were as follows:

Indication	Records	Number of shares	Percentage (%)
FOR	190	245,910,882	100.00
AGAINST	0	0	0.00
Total	190	245,910,882	100.00
ABSTAINED	0	0	
SPOILT	0	0	

As the number of votes cast in favor of the resolution represented 100% of the total votes cast and there was no vote cast against, Ordinary Resolution 6 on the appointment of Messrs Baker Tilly Monteiro Heng as new Auditors of the Company in place of the retiring Auditors, Messrs Baker Tilly AC and to authorise the Directors to fix their remuneration was passed.

5.5 ORDINARY RESOLUTION 5 – PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY

The results of the poll count for Ordinary Resolution 5 on Proposed Renewal of Share Buy Back Authority were as follows:

Indication	Records	Number of shares	Percentage (%)
FOR	190	245,910,882	100.00
AGAINST	0	0	0.00
Total	190	245,910,882	100.00
ABSTAINED	0	0	
SPOILT	0	0	

As the number of votes cast in favor of the resolution represented 100% of the total votes cast and there was no vote cast against, the following Ordinary Resolution 5 on Proposed Renewal of Share Buy Back Authority was passed:

ORDINARY RESOLUTION 5 – PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY

“That, subject to the Companies Act, 2016, the provisions of the Company’s Memorandum and Articles of Association, the Main Market Listing Requirements (“Main LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company (“the Proposed Share Buy Back”) provided that:-

- i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- ii) the maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy Back shall not exceed the sum of the Retained Profits of the Company based on its latest audited financial statements available up to the date of a transaction pursuant to the Proposed Share Buy Back. As at 31 December 2016, the audited Retained Profits of the Company was RM42,850,925; and
- iii) the shares purchased by the Company pursuant to the Proposed Share Buy Back may be dealt with in all or any of the following manner (as selected by the Company):-

- a) the shares so purchased may be cancelled; and/or
- b) the shares so purchased may be retained in treasury for distribution as dividend to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or
- c) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled.

And that any authority conferred by this resolution may only continue to be in force until:

- i) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

And that authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Companies Act, 2016, the provisions of the Memorandum and Articles of Association of the Company and the Main LR and/or guidelines of the Bursa Securities and all other relevant governmental and/or regulatory authorities.”

5.6 ORDINARY RESOLUTION 6 – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The results of the poll count for Ordinary Resolution 6 on Proposed Renewal of Shareholders’ Mandate and New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature were as follows:

Indication	Records	Number of shares	Percentage (%)
FOR	137	127,660,040	86.5803
AGAINST	28	19,787,012	13.4197
Total	165	147,447,052	100.00
ABSTAINED	25	98463,830	
SPOILT	0	0	

As the number of votes cast in favor of the resolution represented 86.5803% of the total votes cast with 13.4197% votes cast against, the following Ordinary Resolution 6 on Proposed Renewal of Shareholders’ Mandate and New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature was passed:

**ORDINARY RESOLUTION 6 –
PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND NEW
SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

“That, subject to the Companies Act, 2016 (“Act”), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or person connected with Directors and/or major shareholders of the Company and/or its subsidiary companies (“Related Parties”) as specified in Section 5.2 of the Circular to Shareholders dated 28 April 2017, provided that such arrangements and/or transactions are:

- i) recurrent transactions of a revenue or trading nature;
- ii) necessary for the day-to-day operations;
- iii) carried out on an arm’s length basis, in the ordinary course of business and on normal commercial terms which are not more favorable to the Related Parties than those generally available to the public; and
- iv) are not to the detriment of the minority shareholders.

And that the shareholders’ mandate, unless revoked or varied by the Company in a general meeting, shall take effect from the date of the passing of this Ordinary Resolution and will continue in force until:

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Minutes of the Fifteenth Annual General Meeting held on 23.05.2017

- i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless authority is renewed by a resolution passed at the next Annual General Meeting;
- ii) the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii) revoked or varied by resolution passed by shareholders in a general meeting before the next Annual General Meeting

whichever is earlier.

And that the Directors of the Company be authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the Mandate.”

6. TERMINATION

There being no further business, the Meeting terminated at 1.45 p.m. with a vote of thanks to the Chair.

CONFIRMED



CHAIRMAN

Ipoh
CYX/GE



MINORITY SHAREHOLDER WATCHDOG GROUP
Shareholder Activism and Protection of Minority Interest

18 May 2017

BY FAX/HAND

(Fax No.: 605-5474363)

The Board of Directors
YNH Property Bhd
55A, Medan Ipoh 1A
Medan Ipoh Bestari
31400 Ipoh
Perak Darul Ridzuan

**Attention: Ms. Chan Yoke Lin, Ms. Cheng Ghee Cheng and
Ms. Chan Eoi Leng**
Company Secretaries

Dear Madam,

**Re: 15th Annual General Meeting (AGM) of YNH Property Bhd (YNH or the
Company) to be held on 23 May 2017**

In the interest of minority shareholders and all other stakeholders of the Company, we would like to raise the following:

Strategic & Financial Matters

1. What is the take-up rate for the Small Office Versatile Office ("SOVO") commercial units which was relaunched in early 2016?
2. It was stated in the Chairman's Statement on page 15 of the Annual Report that the sales of commercial shop offices and apartments of Sfera Residensi project have been encouraging.

Could the Board provide the take-up rate and the number of units sold to-date?

3. Could the Board update shareholders on the take-up rate and units sold for Fraser Residence?
4. How many acres out of the 700 acres of the Group's township development in Seri Manjung have been developed to-date and what is the Gross Development Value (GDV) of this project?
5. When does the Board expect the development of Menara YNH to commence?
6. What would be the contribution from the sale of Pantai Hospital Manjung to Pantai Medical Centre to the Groups' profit for FY2017?

BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD

(Incorporated in Malaysia • Company No: 524989-M)

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Tel: (603) 2070 9090 Fax: (603) 2070 9107

E-Mail: watchdog@mswg.org.my Website: www.mswg.org.my

7. We noted that the dividend payout had increased from RM7.5 million in FY2015 to RM70.2 million in FY2016.

What is the Company's dividend payout policy?

Corporate Governance Matters

1. We noted that three Independent Directors (INEDs) of the Company have served more than 9 years with 2 INEDs having served for more than 12 years. However, there is no resolution to seek shareholders' approval to retain them as Independent Directors.

We hope the Board would take cognisance of Recommendation 4.2 of the Malaysian Code on Corporate Governance 2017, where if the board intends to retain an independent director beyond nine years, it should justify and seek annual shareholders' approval. If the board continues to retain the independent director after the twelfth year, the board should seek annual shareholders' approval through a two-tier voting process.

2. At the 14th AGM of the Company held on 30 June 2016, Dato' Robert Lim @ Lim Git Hooi, who is above the age of 70, was reappointed pursuant to Section 129 of the repealed Companies Act 1965 to hold office until the conclusion of 15th AGM. His term of office therefore will technically end at the conclusion of the 15th AGM irrespective of no age limit for directors under the new Companies Act 2016.

In view that there was no resolution tabled for Dato' Robert Lim @ Lim Git Hooi to continue to act as Director of the Company, could the Board advise whether Dato' Robert Lim @ Lim Git Hooi would be re-appointed as Director of the Company by the Board?

We would appreciate if the Board could present the points raised here, and their related answers, for the shareholders' present at the AGM. At the same time, we await a written reply as soon as possible for our records, and posting on our website for the benefit of other stakeholders.

Thank you.

Yours sincerely,


LYA RAHMAN
General Manager

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Fifteenth Annual General Meeting of the Company convened on
Tuesday, 23 May 2017.

LETTER FROM MSWG DATED 18.5.2017

Strategic & Financial Matters

1. Take up rate for SOVO @ K163 project is 74%. The company secured 230 units out of a total units of 308 units of SOVO.
2. The company secured a total of 379 units out of a total units of 565 units of service apartment and commercial shop offices. As such, the take up rate is approximately 67%.
3. The company had fully sold 446 units of service apartment in Fraser Residence. As such, the take up rate is 100%.
4. The Group's township development in Seri Manjung still have approximately 700 acres of land undeveloped and land usage is low due to lesser projects launch in the year. It is inaccurate to estimate the GDV for the entire project at this point in time since the project is meant for the next 20 to 30 years development and a lot of project mix type and pricing strategies have not been finalized.
5. The Group has on 4 February 2015 entered into a Memorandum of Understanding ("MOU") in relation to a proposed hotel to be branded as "Hilton Kuala Lumpur City Centre & Residences", to be managed by Hilton Worldwide Manage Limited, for its Menara YNH Development in Kuala Lumpur City Centre. The development of Menara YNH is subjected to the extensive discussions and finalization of various major issues between the Company and Hilton Worldwide Manage Limited as well as taking into consideration the economic conditions during the development. As such, the Board does not have any specific fix time line in the development of Menara YNH.
6. The disposal of Pantai Hospital Manjung to Pantai Medical Centre is expected to contribute approximately RM12M profit before taxation to the Group's profit for FY2017.
7. The Company maintains a dividend policy of at least 30% of profit after taxation to be distributed to shareholders.

Corporate Governance Matters

1. The Board has no intention to adopt the Recommendation 4.2 of the Malaysian Code of Corporate Governance 2017 as the current Independent Director has high integrity and are very independent and their experience and wise advice has contributed significantly to the development of the Company. Their positions are further justified in page 25 of Annual Report.
2. The Board had at its board meeting held on 23 May 2017 before YNH's 15th AGM, approved pursuant to Article 122 of YNH's Articles of Association, that Dato' Lim Git Hooi

@ Robert Lim, DPMP, JP, be appointed as Director of YNH when his term of office ends at the conclusion of YNH's 15th AGM, in order that he continues in office as Director of YNH, without any lapse of time.