

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Second Annual General Meeting of YTL Corporation Berhad (the “**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 Thursday, the 4th day of December, 2025 at 1.00 p.m. or at any adjournment thereof, to transact the following business:-

AS ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements for the financial year ended 30 June 2025 together with the Reports of the Directors and Auditors thereon.

2. To re-elect the following Directors who retire pursuant to Article 86 of the Company's Constitution:-

(i) Tan Sri (Sir) Yeoh Sock Ping

(ii) Dato' Yeoh Seok Kian

(iii) Dato' Yeoh Soo Min

(iv) Raja Noorma Binti Raja Othman

3. To approve the payment of fees to the Non-Executive Directors amounting to RM897,616 for the financial year ended 30 June 2025.

4. To approve the payment of fees to the Non-Executive Directors payable monthly in arrears for the period from 1 July 2025 until the next Annual General Meeting of the Company to be held in calendar year 2026 based on the fee structure below:

Please refer
Explanatory
Note A

Resolution 1
Resolution 2
Resolution 3
Resolution 4

Resolution 5

Resolution 6

Resolution 7

Resolution 8

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions:-

ORDINARY RESOLUTIONS:-

7. **PROPOSED AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors be and are hereby empowered to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company for the time being or such other percentage as prescribed by Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

Resolution 9

8. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

“THAT subject to the Company's compliance with all applicable rules, regulations, orders and guidelines made pursuant to the Companies Act, 2016, the provisions of the Company's Constitution and Bursa Malaysia Securities Berhad (“**Bursa Securities**”) Main Market Listing Requirements (“**Listing Requirements**”) and the approvals of all relevant authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to buy back and/or hold from time to time and at any time 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 maximum number of shares which may be purchased and/or held by the Company at any point of time pursuant to the Proposed Share Buy-Back shall not exceed 10% of the total number of issued shares of the Company for the time being quoted on Bursa Securities provided always that in the event that the Company ceases to hold all or any part of such shares as a result of, amongst others, cancellation of shares, sale of shares on the market of Bursa Securities or distribution of treasury shares to shareholders as dividend in respect of shares bought back under the previous shareholder mandate for share buy-back which was obtained at the Annual General Meeting held on 5 December 2024, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall (in aggregate with the shares then still held by the Company) not exceed 10% of the total number of issued shares of the Company for the time being quoted on Bursa Securities;

(ii) The maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back shall not exceed the retained profits of the Company at the time of purchase by the Company of its own shares; and

(iii) The shares purchased by the Company pursuant to the Proposed Share Buy-Back may be dealt with by the Directors in all or any of the following manner:-

(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/or

(d) transfer the shares, or any of the shares for the purposes of or under an employees' shares scheme; and/or

(e) transfer the shares, or any of the shares as purchase consideration; and/or

(f) deal with the shares in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time;
- AND THAT such authority shall commence upon the passing of this resolution, until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required by law to be held unless revoked or varied by Ordinary Resolution of the shareholders of the Company in general meeting, whichever occurs first, but so as not to prejudice the completion of a purchase made before such expiry date;
- AND THAT the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to give effect to the Proposed Share Buy-Back with full powers to amend and/or assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act, 2016, the provisions of the Company's Constitution and the Listing Requirements and all other relevant governmental/regulatory authorities.”
- Resolution 10
9. **PROPOSED ISSUE OF OPTIONS**
- “THAT the Board and/or the options committee be and is hereby authorised at any time and from time to time throughout the duration of the Company's Employees Share Option Scheme (“**ESOS**”) approved by the shareholders of the Company at the Extraordinary General Meeting held on 1 December 2020 to cause the offering and granting to the following persons connected to Directors who are employees of the subsidiaries of the Company, options to subscribe for up to 10% of the new ordinary shares of the Company available under the ESOS, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the by-laws governing and constituting the ESOS and the Bursa Malaysia Securities Berhad (“**Bursa Securities**”) Main Market Listing Requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time:-
- (i) Yeoh Pei Yen

(ii) Yeoh Pei Jen

(iii) Yeoh Pei Xien

(iv) Deborah Low Yuen Yen
- Resolution 11
Resolution 12
Resolution 13
Resolution 14
- PROVIDED ALWAYS THAT:
- (i) the Directors and senior management of the Company and its eligible subsidiaries do not participate in the deliberation or discussion of their own respective allocation and the allocation to any persons connected to them;

(ii) not more than 70% of the new ordinary shares available under the ESOS shall be allocated, in aggregate, to directors and senior management of the Company and/or its eligible subsidiaries; and

(iii) not more than 10% of the new ordinary shares available under the ESOS shall be allocated to any individual who, either singly or collectively through persons connected with such person, holds 20% or more in the total number of issued ordinary shares (excluding treasury shares, if any) of the Company;
- AND THAT the Board be and is hereby authorised to allot and issue from time to time such number of new ordinary shares to the abovementioned persons upon exercise of options under the ESOS.”
- By Order of the Board,
- HO SAY KENG
Company Secretary
- KUALA LUMPUR
31 October 2025
- Notes:
- PROXY
1. 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 Annual General Meeting (“**AGM**”).

2. 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.

3. 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.

4. 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.

5. The appointment of proxy may be made in hardcopy form or by electronic means as specified below and must be received by Boardroom Share Registrars Sdn Bhd (“**Boardroom**”) not less than 48 hours before the time appointed for holding the AGM i.e. no later than **Tuesday, 2 December 2025 at 1.00 p.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 Boardroom at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.

(ii) Electronically via Boardroom Smart Investor Portal (“**BSIP**”)

The Form of Proxy can be electronically lodged with Boardroom via BSIP at <https://investor.boardroomlimited.com>. Please follow the procedures set out in the Administrative Guide for the AGM.

6. For the purpose of determining a member who shall be entitled to attend the AGM, 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 27 November 2025. Only a depositor whose name appears on the General Meeting Record of Depositors as at 27 November 2025 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

7. For a corporate member who has appointed an authorised representative, please deposit the original certificate of appointment of corporate representative with Boardroom at its office at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, 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.

Explanatory Notes to Special Business

Resolution pursuant to Sections 75 and 76 of the Companies Act, 2016

Resolution 9 is a renewal of the general authority given to the Directors of the Company to allot and issue shares as approved by the shareholders at the Forty-First Annual General Meeting held on 5 December 2024 (“**Previous Mandate**”).

As at the date of this Notice, the Company has not issued any new shares pursuant to the Previous Mandate which will lapse at the conclusion of this AGM.

Resolution 9, if passed, will enable the Directors to allot and issue ordinary shares at any time up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being or such other percentage as prescribed by Bursa Malaysia Securities Berhad, without convening a general meeting which will be both time and cost consuming. The mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

Resolution pertaining to the Renewal of Authority to Buy-Back Shares of the Company

For Resolution 10, further information on the Share Buy-Back is set out in the Statement to Shareholders dated 31 October 2025 which is available on the Company's website at <https://www.ytl.com/meetings>.

Resolutions on the Proposed Issue of Options

The ESOS, which was approved by shareholders at the Extraordinary General Meeting of the Company held on 1 December 2020, was implemented on 6 January 2021. Under the terms of the by-laws governing and constituting the ESOS, Yeoh Pei Yen, Yeoh Pei Jen, Yeoh Pei Xien and Deborah Low Yuen Yen (who are employees of the subsidiaries of the Company) are eligible to participate in the ESOS. As Dato' Sri Yeoh Sock Siong (the father of Yeoh Pei Yen and Yeoh Pei Jen), Dato' Yeoh Seok Kah (the father of Yeoh Pei Xien) and Dato' Yeoh Seok Kian (the father-in-law of Deborah Low Yuen Yen) are deemed interested in the Proposed Issue of Options in respect of their children's entitlement, they have abstained and will continue to abstain from all deliberations and voting in respect of their children's entitlement under the ESOS at the relevant Board of Directors' meetings. Dato' Sri Yeoh Sock Siong, Dato' Yeoh Seok Kah and Dato' Yeoh Seok Kian will also abstain from voting in respect of their direct and indirect shareholdings in the Company, if any, on the relevant resolution and have undertaken to ensure that persons connected with them will abstain from voting on the relevant resolution.