YTL Power
YTL GROUP

YTL Power International Berhad
[Company No. 199601034332 (406684-H)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of YTL Power International 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 3rd day of December, 2026 at 10.00 a.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 2026 together with the Reports of the Directors and Auditors thereon. ***Please refer Explanatory Note A***

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

   (i) Dato' Yeoh Seok Kian ***Resolution 1***
   (ii) Dato' Seri Yeoh Seok Hong ***Resolution 2***
   (iii) Dato' Sri Yeoh Sock Siong ***Resolution 3***
   (iv) Dato' Setia Yeoh Seok Kah ***Resolution 4***

3. To re-elect the following Directors who retire pursuant to Article 85 of the Company's Constitution:-

   (i) Lim Hiah Eng ***Resolution 5***
   (ii) Yeoh Keong Hann ***Resolution 6***

4. To approve the payment of fees to the Non-Executive Directors payable monthly in arrears for the period from the Thirtieth Annual General Meeting until the Thirty-First Annual General Meeting of the Company based on the fee structure below:

Membership	Fees (RM/Year)
Board	200,000
Audit Committee	10,000
Nominating Committee	10,000
Remuneration Committee	10,000

Resolution 7

5. To approve the payment of meeting attendance allowance of RM2,000 per meeting for each Non-Executive Director for the period from the Thirtieth Annual General Meeting until the Thirty-First Annual General Meeting of the Company. ***Resolution 8***

6. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. ***Resolution 9***

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 10***

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 4 December 2025, 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 dividends 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 11***

9. **PROPOSED RENEWAL OF SHAREHOLDER MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") AND PROPOSED NEW SHAREHOLDER MANDATE FOR ADDITIONAL RRPT**

   "THAT the Company and/or its subsidiaries be and is/are hereby authorised to enter into recurrent related party transactions from time to time with related parties as specified in section 2.3(a) and (b) of the Circular to Shareholders dated 30 October 2026 ("**Related Parties**") subject to the following:-

   (i) the transactions are of a revenue or trading in nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries and are transacted on terms consistent or comparable with market or normal trade practices and/or based on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and

   (ii) disclosure is made in the annual report of the aggregate value of transactions conducted during the financial year pursuant to the shareholder mandate in accordance with the Bursa Malaysia Securities Berhad Main Market Listing Requirements;

   THAT the mandate given by the shareholders of the Company shall continue to be in force 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 to be held pursuant to Section 340(2) of the Companies Act, 2016 (the "**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); unless revoked or varied by Ordinary Resolution of the shareholders of the Company in general meeting, whichever is the earlier;

   AND THAT the Directors of the Company be authorised to complete and do such acts and things as they may consider expedient or necessary to give full effect to the shareholder mandate." ***Resolution 12***

10. **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, 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) Lim Hiah Eng, an Independent Non-Executive Director of the Company ***Resolution 13***
    (ii) Tan Shan Hoe, a person connected to the Director who is an employee of the Company ***Resolution 14***

    PROVIDED ALWAYS THAT:

    (i) the Directors and senior management of the Company and/or its eligible subsidiaries do not participate in the deliberation or discussion of their own respective allocation and the allocation to any person 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
30 October 2026

Notes:

PROXY

1. *A member 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 Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*

3. *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.*

4. *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.*

5. *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.*

6. *The appointment of proxy may be made in hardcopy form or by electronic means as specified below and must be received by Vistra Investor & Issuing House Services Sdn Bhd (formerly known as Tricor Investor & Issuing House Services Sdn Bhd) ("Vistra") not less than 48 hours before the time appointed for holding the AGM i.e. no later than **Tuesday**, **1 December 2026** at **10.00 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 Vistra 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 the drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

   (ii) Electronically via Vistra Share Registry and IPO (MY) Portal ("Vistra SRMY Portal")

   The Form of Proxy can be electronically lodged with Vistra via Vistra SRMY Portal at https://srmy.vistra.com. Please follow the procedures set out in the Administrative Guide for the AGM.

7. *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 26 November 2026. Only a depositor whose name appears on the General Meeting Record of Depositors as at 26 November 2026 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

8. *For a corporate member who has appointed an authorised representative, please deposit the original certificate of appointment of corporate representative with Vistra at its office 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 the drop box 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.

Explanatory Notes to Special Business -

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

Resolution 10 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 Twenty-Ninth Annual General Meeting held on 4 December 2025 ("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 10, 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 11, further information on the Share Buy-Back is set out in Part A of the Statement to Shareholders dated 30 October 2026 which is available on the Company's website at https://www.ytlpowerinternational.com/meetings/.

Resolution pertaining to the Recurrent Related Party Transactions

For Resolution 12, further information on the Recurrent Related Party Transactions is set out in Part B of the Circular to Shareholders dated 30 October 2026 which is available on the Company's website at https://www.ytlpowerinternational.com/meetings/.

Resolutions on the Proposed Issue of Options

The ESOS, which was approved by the shareholders at the Extraordinary General Meeting held on 1 December 2020, was implemented on 6 January 2021. Under the terms of the by-laws governing and constituting the ESOS, Lim Hiah Eng (who was appointed as an independent non-executive director of the Company on 5 December 2025) and Tan Shan Hoe (who is an employee of the Company) are eligible to participate in the ESOS. As Lim Hiah Eng and Dato' Seri Yeoh Seok Hong (the father-in-law of Tan Shan Hoe) are deemed interested in the Proposed Issue of Options in respect of her own entitlement and his son-in-law's entitlement, respectively, they have abstained and will continue to abstain from all deliberations and voting in respect of the relevant entitlement under the ESOS at the relevant Board of Directors' meetings. Lim Hiah Eng and Dato' Seri Yeoh Seok Hong 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.