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If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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YTL Power
YTL GROUP

YTL POWER INTERNATIONAL BERHAD

[Company No. 199601034332 (406684-H)]
(Incorporated in Malaysia)

PART A

STATEMENT TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

PART B

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE 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

The resolutions in respect of the above proposals will be tabled at the Thirtieth Annual General Meeting ("**AGM**") of our Company which 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, 3 December 2026** at **10.00 a.m.**.

The Notice of AGM together with the Form of Proxy (which are incorporated in the Annual Report 2026), and Administrative Guide are available at our Company's website at https://www.ytlpowerinternational.com/meetings/.

The completed Form of Proxy must be deposited at the office of Vistra Investor & Issuing House Services Sdn Bhd *(formerly known as Tricor Investor & Issuing House Services Sdn Bhd)* at –

Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia	or	Drop Box Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia

or lodged electronically via Vistra Share Registry and IPO (MY) Portal at https://srmy.vistra.com, not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof as indicated below:

Last date and time for lodging the Form of Proxy	**:**	**Tuesday, 1 December 2026 at 10.00 a.m.**
Date and time of AGM	**:**	**Thursday, 3 December 2026 at 10.00 a.m.**

This Statement/Circular is dated 30 October 2026

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Statement/Circular:-

"the Act"	-	Companies Act, 2016 including any amendments thereto that may be made from time to time
"AGM"	-	Annual General Meeting
"Board"	-	Board of Directors of our Company
"Bursa Securities"	-	Bursa Malaysia Securities Berhad
"Code"	-	Malaysian Code on Take-Overs and Mergers 2016 read together with the Rules on Take-Overs, Mergers and Compulsory Acquisitions (as amended from time to time, including any re-enactment thereof)
"corporation"	-	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
"Director(s)"	-	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007. For purposes of the Proposed Shareholder Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or chief executive officer of our Company, our subsidiary or holding company
"EPS"	-	Earnings per share
"ESOS"	-	Employees share option scheme of our Company
"ICT"	-	Information, Communications & Technology
"LPD"	-	2 October 2026, being the latest practicable date prior to printing of this statement/circular
"Listing Requirements"	-	Bursa Securities Main Market Listing Requirements including any amendments thereto that may be made from time to time
"Major Shareholder(s)"	-	A person who has an interest or interests in one or more voting shares in our Company and the number or aggregate number of those shares, is:- (a) 10% or more of the total number of voting shares in our Company; or (b) 5% or more of the total number of voting shares in our Company where such person is the largest shareholder of our Company The term "interest in shares" has the meaning given in Section 8 of the Act. "Major Shareholder" includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of our Company or any other corporation which is our Company's subsidiary or holding company.

"NA"	-	Net assets
"Person Connected"	-	In relation to any person ("**said Person**"), who falls under any one of the following categories:- (a) a family member of the said Person; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or family member of the said Person is the sole beneficiary; (c) a partner of the said Person; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the said Person.
"Proposed Renewal of Shareholder Mandate"	-	Proposed renewal of shareholder mandate for existing Recurrent Related Party Transactions as set out in Section 2.3(a) of this Circular
"Proposed New Shareholder Mandate"	-	Proposed new shareholder mandate for additional Recurrent Related Party Transaction as set out in Section 2.3(b) of this Circular
"Proposed Shareholder Mandate"	-	Proposed Renewal of Shareholder Mandate and Proposed New Shareholder Mandate
"Proposed Share Buy-Back"	-	Proposed renewal of the authorisation for our Company to buy-back and hold not more than 10% of the total number of issued Shares
"Puan Sri Tan Kai Yong"	-	Puan Sri Datin Seri Tan Kai Yong @ Tan Kay Neong
"Recurrent Related Party Transactions"	-	Related Party Transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of our Group
"Related Party(ies)"	-	Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s)
"Related Party Transaction(s)"	-	A transaction entered into by our Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party
"RM" and "Sen"	-	Ringgit Malaysia and sen respectively

"Share(s)"	-	Ordinary Share(s) of our Company
"Substantial Shareholder(s)"	-	Has the meaning given in Section 136 of the Act
"Vistra"	-	Vistra Investor & Issuing House Services Sdn Bhd *(formerly known as Tricor Investor & Issuing House Servies Sdn Bhd)*, the appointed share registrar and poll administrator for the Thirtieth AGM of the Company
"Yeoh Siblings" or "Interested Director(s)"	-	Tan Sri (Sir) Yeoh Sock Ping, Dato' Yeoh Seok Kian, Dato' Yeoh Soo Min, Dato' Seri Yeoh Seok Hong, Dato' Sri Yeoh Sock Siong, Dato' Yeoh Soo Keng and Dato' Setia Yeoh Seok Kah, collectively
"YTL Corporation"	-	YTL Corporation Berhad, the holding company of YTL Power
"YTL Corporation Group"	-	YTL Corporation and its subsidiaries (excluding listed subsidiaries and their subsidiaries, joint ventures and associated companies), joint ventures and associated companies
"YTL Power" or "our Company"	-	YTL Power International Berhad [Company No. 199601034332 (406684-H)]
"YTL Power Group" or "our Group"	-	YTL Power and its subsidiaries
"YTLPS"	-	YTL Power Services Sdn Bhd, an indirect subsidiary of YTL Corporation
"YTLSH"	-	Yeoh Tiong Lay & Sons Holdings Sdn Bhd, the penultimate holding company of our Company
"YTLSFH"	-	Yeoh Tiong Lay & Sons Family Holdings Limited, the ultimate holding company of our Company
"YTLSTC"	-	Yeoh Tiong Lay & Sons Trust Company Limited which holds, in its capacity as trustee, the total number of issued shares of YTLSFH

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APPENDIX I : FURTHER/ADDITIONAL INFORMATION

PART A

STATEMENT TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

YTL POWER INTERNATIONAL BERHAD
[Company No. 199601034332 (406684-H)]
(Incorporated in Malaysia)

To: Our Shareholders

STATEMENT IN RELATION TO THE PROPOSED SHARE BUY-BACK

1. INTRODUCTION

On 24 September 2026, our Company announced its intention to seek your approval for the Proposed Share Buy-Back at the forthcoming Thirtieth AGM.

This statement serves to provide you with details of the Proposed Share Buy-Back as well as the recommendation of our Board and to seek your approval for the ordinary resolution to be tabled at the forthcoming Thirtieth AGM.

2. PROPOSED SHARE BUY-BACK

Our Board is seeking your approval for the renewal of authority for our Company to purchase and/or hold from time to time and at any time up to 10% of the total number of issued Shares for the time being quoted on Bursa Securities through stockbrokers (pursuant to Paragraph 12.15 of the Listing Requirements), subject to compliance with Section 127 of the Act, the Listing Requirements and other applicable rules and regulations. Based on the total number of issued Shares as at LPD of 8,785,660,661 Shares, our Company may purchase up to a maximum of 878,566,066 number of Shares pursuant to the Proposed Share Buy-Back, representing 10% of the total number of issued Shares.

Your authority for the Proposed Share Buy-Back, if renewed, shall be effective upon the passing of the ordinary resolution for the Proposed Share Buy-Back at the Thirtieth AGM, and will remain in effect until the conclusion of the next AGM of our Company, or until the expiry of the period within which the next AGM is required by law to be held, unless revoked or varied by an ordinary resolution of shareholders of our Company in a general meeting, whichever occurs first.

The maximum amount of funds to be allocated for the Proposed Share Buy-Back will be subject to the retained profits of our Company. The Proposed Share Buy-Back will be funded from internally generated funds and/or bank borrowings. As at 30 June 2026, the audited retained profits of our Company stood at RM9,260,555,000.

In accordance with the Listing Requirements, our Company may only purchase the Shares on Bursa Securities at a price which is not more than 15% above the weighted average market price for the Shares for the 5 market days immediately before the purchase(s) and our Company may only resell the treasury shares on Bursa Securities or transfer the treasury shares pursuant to Section 127(7) of the Act at:-

(a) a price which is not less than the weighted average market price for the Shares for the 5 market days immediately before the resale or transfer; or

(b) a discounted price of not more than 5% to the weighted average market price for the Shares for the 5 market days immediately before the resale or transfer provided that:-

  (i) the resale or transfer takes places no earlier than 30 days from the date of purchase; and

  (ii) the resale or transfer price is not less than the cost of purchase of the Shares being resold or transferred.

The authority for the Proposed Share Buy-Back will allow your Directors to exercise the power of our Company to purchase its own Shares at any time within the abovementioned time period using the internal funds and/or bank borrowings of our Company. The actual number of Shares to be purchased will depend on the market conditions and sentiments of the stock market, the availability of the retained profits as well as the financial resources available to our Group. In the event that the Proposed Share Buy-Back is funded by bank borrowings, the amount of bank borrowings will depend on the number of Shares purchased and our Company's repayment capabilities.

Our Directors may deal with the Shares bought back in the following manner:-

(i) cancel the Shares so purchased; and/or
(ii) retain the Shares so purchased in treasury, to be distributed as dividends to the shareholders and/or resold on the market of Bursa Securities and/or transferred for the purposes of or under an employees' share scheme and/or transferred as purchase consideration; and/or
(iii) retain part of the Shares so purchased as treasury shares and cancel the remainder; and /or
(iv) 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.

Where our Directors intend to retain the Shares so purchased as treasury shares, cancel Shares, or both, an appropriate announcement will be made to Bursa Securities as and when the Proposed Share Buy-Back is executed. In the event that our Company ceases to hold all or any part of such Shares as a result of the above actions, our Company may further purchase and/or hold such additional number of Shares (in aggregate with the Shares then still held by our Company) which shall not exceed 10% of the total number of issued Shares of our Company for the time being quoted on Bursa Securities.

If our Board decides to retain the Shares so purchased as treasury shares, it may distribute the treasury shares as dividends to the shareholders and/or resell the Shares so purchased on Bursa Securities and utilise the proceeds for any feasible investment opportunity arising in the future, or as working capital. The treatment of the Shares so purchased and held as treasury shares, whether distributed as dividends, resold on Bursa Securities or cancelled by our Company, will in turn depend on the availability of the retained profits of our Company.

In the event that our Company decides to resell or transfer the treasury shares, our Company will be required to release an announcement on the day the resale or transfer pursuant to Section 127(7) of the Act, providing details as prescribed by Bursa Securities.

In the event that our Company decides to cancel the treasury shares, our Company must release an announcement on the day the cancellation is made providing details of the number of treasury shares cancelled, the date of cancellation and the outstanding and paid-up capital of YTL Power after the cancellation.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The potential benefits of a share buy-back exercise to our Company and our shareholders are as follows:-

- Where our Directors resolve to cancel the Shares so purchased, the EPS of our Group is expected to be enhanced as a result of the reduction in the total number of issued Shares of our Company as described in Section 5 on "Effects of the Proposed Share Buy-Back", thereby enabling long term and genuine investors to enjoy any potential corresponding increase in the value of their investments in our Company;

- Where the Shares bought back are retained as treasury shares, our Directors would have an option to distribute these Shares as dividends to reward shareholders; and

- Our Company may be able to reduce any unwarranted volatility of its Shares and assist to stabilise the supply, demand and price of its Shares in the open market, thereby supporting the fundamental value of its Shares.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

The financial resources of our Group may increase if the purchased Shares held as treasury shares are resold at prices higher than their purchase price. Other advantages of the Proposed Share Buy-Back are outlined in Section 3 on the "Rationale for the Proposed Share Buy-Back".

The Proposed Share Buy-Back, if implemented will reduce the financial resources of our Group and may result in our Group foregoing better investment opportunities that may emerge in the future or, at the least, deprive our Company and our Group of interest income that can be derived from the funds utilised for the Proposed Share Buy-Back. It may also result in a lower amount of cash reserves available for dividends to be declared to shareholders as funds are utilised to purchase Shares. In the event that the Proposed Share Buy-Back is funded by bank borrowings, our Company's net cash flow may decline to the extent of the interest costs associated with such borrowings.

Nevertheless, the Proposed Share Buy-Back is not expected to cause any potential material disadvantage to our Company or our shareholders as any share buy-back exercise will be undertaken only after in-depth consideration of the financial resources of our Group and of the resultant impact on you. Our Board, in exercising any decision on the Proposed Share Buy-Back, will be mindful of the interests of our Company and our shareholders.

5. EFFECTS OF THE PROPOSED SHARE BUY-BACK

On the assumption that the Proposed Share Buy-Back is carried out in full, the effects of the Proposed Share Buy-Back on the total number of issued Shares, NA, working capital, EPS and dividends of our Company are set out below:-

5.1 Total Number of Issued Shares

For illustration purposes, in the event our Company acquires all the Shares authorised under the Proposed Share Buy-Back and such Shares so acquired are cancelled, the proforma effects on the total number of issued Shares as at the LPD will be as follows:-

		After the Proposed Share Buy-Back	
		Minimum Scenario	**Maximum Scenario**
	No. of Shares as at LPD	**No. of Shares**	**No. of Shares**
Total number of issued Shares	8,785,660,661	8,785,660,661	8,785,660,661
Assuming full exercise of options under ESOS	--	--	60,183,900
Assuming full exercise of Warrants 2025/2028	--	--	1,182,482,482
Enlarged total number of issued Shares	8,785,660,661	8,785,660,661	10,028,327,043
Treasury shares	56,054,431	56,054,431	56,054,431
Maximum no. of Shares that may be purchased pursuant to the Proposed Share Buy-Back (10%)	--	822,511,635	946,778,273
Resulted number of issued Shares after Proposed Share Buy-Back and cancellation	**8,729,606,230**	**7,907,094,595**	**9,025,494,339**

However, the Proposed Share Buy-Back is not expected to have any effect on the total number of issued Shares if the Shares so purchased are retained as treasury shares but the rights attaching to the treasury shares as to voting, dividends and participation in the other distribution or otherwise will be suspended. While these Shares remain as treasury shares, the Act prohibits the taking into account of such Shares in calculating the number or percentage of Shares in our Company for any purpose whatsoever including substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the result of a vote on a resolution at a meeting.

5.2 NA

The Proposed Share Buy-Back is likely to reduce the NA per Share of our Group if the purchase price exceeds the NA per Share of our Group at the time of purchase and will increase the NA per Share of our Group if the purchase price is less than the NA per Share of our Group at the time of purchase.

For Shares so purchased which are retained as treasury shares, the NA of our Group will increase upon the resale of these Shares, assuming that a gain has been realised. Again, the quantum of the increase in NA will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

5.3 Working Capital

The Proposed Share Buy-Back will reduce the working capital of our Group, the quantum of which depends on, amongst others, the number of Shares eventually purchased and the purchase price of the Shares. The cash flow of our Group will be reduced relatively, depending on the number of Shares eventually purchased and the purchase price of the Shares.

For Shares so purchased which are kept as treasury shares, upon its resale, the working capital and cash flow of our Company will increase. Again, the quantum of the increase in the working capital and cash flow will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

5.4 EPS

The effects of the Proposed Share Buy-Back on the EPS of our Group are dependent on the purchase price of the Shares and the effective funding cost or loss in interest income to our Group. If the Shares purchased by our Company are cancelled, the net EPS of our Company may increase as a result of the reduction in the total number of issued Shares.

5.5 Dividends

Assuming the Proposed Share Buy-Back is implemented in full and the dividend quantum is maintained at historical levels, the Proposed Share Buy-Back will have the effect of increasing the dividend rate of our Company as a result of the suspension of the rights of treasury shares to dividend entitlement or the reduction in the number of issued Shares in the event of the treasury shares being cancelled.

As stated in Section 2 of this statement, our Board has the option of distributing treasury shares as share dividends to our shareholders.

For the financial year ended 30 June 2026, our Company declared the following interim dividends:-

(i) First interim dividend of 4 sen per Share which was paid on 10 July 2026;

(ii) Second interim dividend of 4 sen per Share which was paid on 23 October 2026.

No final dividend has been recommended for payment for the financial year ended 30 June 2026.

6. PURCHASES OF SHARES, RESALE, TRANSFER OR CANCELLATION OF TREASURY SHARES IN THE PRECEDING 12 MONTHS

In the 12 months preceding the LPD, there were no purchase of Shares, resale, transfer or cancellation of treasury shares. As at LPD, our Company held a total of 56,054,431 treasury shares.

7. PUBLIC SHAREHOLDING SPREAD

As at LPD, the public shareholding spread of our Company stood at approximately 34.53%. The public shareholding spread is expected to be reduced to approximately 27.72% if the Proposed Share Buy-Back is implemented in full, with all the Shares so purchased are either held as treasury shares or cancelled and assuming the shareholdings of our Directors, Substantial Shareholders or persons connected with them remain unchanged and no ESOS options and warrants are exercised into new Shares. However, our Company will ensure that prior to any share buy-back exercise, the public shareholding spread of at least 25% is maintained.

8. IMPLICATION RELATING TO THE CODE

Pursuant to the Code, where a group of persons acting in concert holds more than 50% of the voting shares of the offeree, no obligation under the Code will arise from any further acquisition by such persons acting in concert unless a single member in the group of persons acting in concert acquires voting shares sufficient to increase his holding to more than 33% of the offeree or, if he holds more than 33% and less than 50%, acquires more than 2% of the voting shares of the offeree in any six-month period.

Based on assumption that the Proposed Share Buy-Back is implemented in full, the proforma effects indicate this would result in the shareholding of a major shareholder (holding more than 33% but not more than 50%) increasing by more than 2%.

Our Company does not intend to undertake the Proposed Share Buy-Back such that any of the parties acting in concert will trigger the obligation to undertake a mandatory offer pursuant to the Code. However, in the event an obligation to undertake a mandatory offer is expected to arise resulting from the Proposed Share Buy-Back, the relevant party acting in concert shall make the necessary application to the Securities Commission Malaysia for a waiver under the Code.

9. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of the YTL Power Shares traded on Bursa Securities for the preceding 12 months from the LPD are as follows:

	High (RM)	**Low (RM)**
2025		
October	4.34	3.76
November	4.12	3.23
December	3.48	3.17
2026		
January	3.57	3.22
February	3.29	2.80
March	3.03	2.51
April	3.97	3.01
May	4.29	3.82
June	4.27	3.90
July	4.50	4.12
August	6.02	4.09
September	6.00	5.47

(Source : Bloomberg)

The last transacted price of the Shares as at LPD was RM5.68.

10. SHAREHOLDINGS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The following illustrates the proforma effects on the shareholdings of the Directors (who have direct and/or indirect interests in Shares) and Substantial Shareholders as at LPD under the Minimum Scenario and Maximum Scenario referred to section 5.1:

Name of Director	As at LPD				After the Proposed Share Buy-Back							
					Minimum Scenario				Maximum Scenario			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tan Sri (Sir) Yeoh Sock Ping, PSM, KBE	25,603,966	0.29	728,318 (1)	0.01	25,603,966	0.32	728,318 (1)	0.01	35,844,832	0.40	850,833 (1)	0.01
Dato' Seri Yeoh Seok Hong	141,238,169	1.62	27,607,590 (1)	0.32	141,238,169	1.79	27,607,590 (1)	0.35	158,085,802	1.75	33,129,106 (1)	0.37
Datuk Seri Long See Wool	700,000	0.01	60,201 (1)	*	700,000	0.01	60,201 (1)	*	1,080,000	0.01	60,201 (1)	*
Datuk Loo Took Gee	560,000	0.01	--	--	560,000	0.01	--	--	960,000	0.01	--	--
Dato' Yeoh Soo Min	28,999,589	0.33	6,454,339 (1)(7)	0.07	28,999,589	0.37	6,454,339 (1)(7)	0.08	37,999,589	0.42	6,650,179 (1)(7)	0.07
Dato' Yeoh Seok Kian	7,276,298	0.08	14,564,176 (1)	0.17	7,276,298	0.09	14,564,176 (1)	0.18	15,531,557	0.17	16,877,011 (1)	0.19
Dato' Sri Yeoh Sock Siong	5,000,000	0.06	12,880,663 (1)(8)	0.15	5,000,000	0.06	12,880,663 (1)(8)	0.16	16,000,000	0.18	16,056,795 (1)(8)	0.18
Dato' Yeoh Soo Keng	42,800,049	0.49	566,534 (1)	0.01	42,800,049	0.54	566,534 (1)	0.01	44,760,058	0.50	596,916 (1)	0.01
Dato' Setia Yeoh Seok Kah	15,299,200	0.18	4,533,852 (1)	0.05	15,299,200	0.19	4,533,852 (1)	0.06	23,959,040	0.27	5,040,622 (1)	0.06
Syed Abdullah Bin Syed Abd. Kadir	2,600,000	0.03	600 (1)	*	2,600,000	0.03	600 (1)	*	3,600,000	0.04	615 (1)	*
Yeoh Keong Hann	3,189,645	0.04	--	--	3,189,645	0.04	--	--	3,795,174	0.04	--	--

Name of Director	As at LPD				After the Proposed Share Buy-Back							
					Minimum Scenario				Maximum Scenario			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Yeoh Keong Yeow (Alternate Director to Tan Sri (Sir) Yeoh Sock Ping)	153,125	*	--	--	153,125	*	--	--	183,750	*	--	--
Tan Chien Hwei (Alternate Director to Dato' Yeoh Soo Min)	462,500	0.01	--	--	462,500	0.01	--	--	555,000	0.01	--	--
Yeoh Keong Wei (Alternate Director to Dato' Yeoh Seok Kian)	3,852,250	0.04	50,000 (1)	*	3,852,250	0.05	50,000 (1)	*	4,422,700	0.05	60,000 (1)	*
Yeoh Pei Jen (Alternate Director to Dato' Sri Yeoh Sock Siong)	--	--	10,000,000 (8)	0.11	--	--	10,000,000 (8)	0.13	--	--	12,600,000 (8)	0.14
Choy Kin Mann (Alternate Director to Dato' Yeoh Soo Keng)	264,000	*	--	--	264,000	*	--	--	264,000	*	--	--
Yeoh Pei Xien (Alternate Director to Dato' Setia Yeoh Seok Kah)	3,029,463	0.03	--	--	3,029,463	0.04	--	--	3,235,355	0.04	--	--

Name of Substantial Shareholder	As at LPD				After the Proposed Share Buy-Back							
					Minimum Scenario				Maximum Scenario			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
YTLSH	823,901,078	9.44	4,502,625,892 (2)	51.58	823,901,078	10.42	4,502,625,892 (2)	56.94	985,681,291	10.92	5,403,151,069 (2)	59.87
YTLSFH	--	--	5,326,526,970 (3)	61.02	--	--	5,326,526,970 (3)	67.36	--	--	6,388,832,360 (3)	70.79
YTLSTC	--	--	5,326,526,970 (4)	61.02	--	--	5,326,526,970 (4)	67.36	--	--	6,388,832,360 (4)	70.79
YTL Corporation	3,976,650,440	45.55	525,975,452 (5)	6.03	3,976,650,440	50.29	525,975,452 (5)	6.65	4,771,980,527	52.87	631,170,542 (5)	6.99
Cornerstone Crest Sdn Bhd	525,937,497	6.02	--	--	525,937,497	6.65	--	--	631,124,996	6.99	--	--
Puan Sri Tan Kai Yong	25,290,859	0.29	5,326,526,970 (6)	61.02	25,290,859	0.32	5,326,526,970 (6)	67.36	30,349,030	0.34	6,388,832,360 (6)	70.79
Employees Provident Fund Board	1,104,128,980	12.65	--	--	1,104,128,980	13.96	--	--	1,104,128,980	12.23	--	--

* *Negligible*

Notes:

1. *Deemed interests by virtue of interests held through spouse and/or children pursuant to Section 59(11)(c) of the Act.*
2. *Deemed interests by virtue of interests held through YTL Corporation, Cornerstone Crest Sdn Bhd and YTLPS pursuant to Section 8 of the Act.*
3. *Deemed interests by virtue of interests held through YTLSH, YTL Corporation, Cornerstone Crest Sdn Bhd and YTLPS pursuant to Section 8 of the Act arising from its ownership of 100% of YTLSH.*
4. *Deemed interests by virtue of interests held through YTLSH, YTL Corporation, Cornerstone Crest Sdn Bhd and YTLPS pursuant to Section 8 of the Act arising from its ownership of 100% of YTLSFH in its capacity as trustee.*
5. *Deemed interests by virtue of interests held through Cornerstone Crest Sdn Bhd and YTLPS pursuant to Section 8 of the Act.*
6. *Deemed interests by virtue of interests held through YTLSH, YTL Corporation, Cornerstone Crest Sdn Bhd and YTLPS pursuant to Section 8 of the Act arising from her beneficial interests (held through YTLSTC in its capacity as trustee) in YTLSFH.*
7. *Deemed interests by virtue of interests held through Tan & Yeoh Properties Sdn Bhd pursuant to Section 8 of the Act.*
8. *Deemed interests by virtue of interests held through Hasil Mayang Sdn Bhd pursuant to Section 8 of the Act.*

11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

Save for the proportionate increase in the percentage shareholding and/or voting rights of our Directors and Major Shareholders/Persons Connected as a consequence of the reduction in the total number of issued Shares after the Proposed Share Buy-Back, which will similarly affect other shareholders, none of our Directors and/or Major Shareholders/Persons Connected with them has any interest, direct or indirect, in the Proposed Share Buy-Back or resale of treasury shares, if any.

12. DIRECTORS' STATEMENT/RECOMMENDATION

Our Board, having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interest of our Company. Accordingly, our Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming AGM.

13. AGM

Our Thirtieth AGM, the notice of which is set out in the Annual Report 2026, 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, 3 December 2026 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, approving, *inter alia*, the ordinary resolution on the Proposed Share Buy-Back.

The Notice of the AGM together with the Form of Proxy and Administrative Guide may be downloaded from our Company's website at https://www.ytlpowerinternational.com/meetings/.

If you are unable to attend and vote in person at our AGM, you may appoint a proxy or proxies to do so in your stead by following the instructions set out in the Form of Proxy. The Form of Proxy must be deposited at either of the following offices of Vistra:

Office		**Drop Box**
Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia	or	Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia

or lodged electronically via Vistra Share Registry and IPO (MY) Portal at https://srmy.vistra.com, not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

The lodgment of the Form of Proxy does not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

14. FURTHER/ADDITIONAL INFORMATION

You are requested to refer to the attached Appendix I for further/additional information.

This Statement is dated 30 October 2026.

PART B

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE 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

YTL POWER INTERNATIONAL BERHAD
[Company No. 199601034332 (406684-H)]
(Incorporated in Malaysia)

Registered Office:

33rd Floor, Menara YTL
205 Jalan Bukit Bintang
55100 Kuala Lumpur

30 October 2026

Board Of Directors:

Tan Sri (Sir) Yeoh Sock Ping, PSM, KBE *(Executive Chairman)*
Dato' Seri Yeoh Seok Hong *(Managing Director)*
Tan Sri Ismail Bin Adam *(Independent Non-Executive Director)*
Datuk Seri Long See Wool *(Independent Non-Executive Director)*
Datuk Loo Took Gee *(Independent Non-Executive Director)*
Faizal Sham Bin Abu Mansor *(Independent Non-Executive Director)*
Lim Hiah Eng *(Independent Non-Executive Director)*
Dato' Yeoh Seok Kian *(Executive Director)*
Dato' Yeoh Soo Min *(Executive Director)*
Dato' Sri Yeoh Sock Siong *(Executive Director)*
Dato' Yeoh Soo Keng *(Executive Director)*
Dato' Setia Yeoh Seok Kah *(Executive Director)*
Syed Abdullah Bin Syed Abd. Kadir *(Executive Director)*
Yeoh Keong Hann *(Executive Director)*
Yeoh Keong Yeow *(Alternate Director to Tan Sri (Sir) Yeoh Sock Ping, PSM, KBE)*
Tan Chien Hwei *(Alternate Director to Dato' Yeoh Soo Min)*
Yeoh Keong Wei *(Alternate Director to Dato' Yeoh Seok Kian)*
Yeoh Pei Jen *(Alternate Director to Dato' Sri Yeoh Sock Siong)*
Choy Kin Mann *(Alternate Director to Dato' Yeoh Soo Keng)*
Yeoh Pei Xien *(Alternate Director to Dato' Setia Yeoh Seok Kah)*

To: Our Shareholders

Dear Sir/Madam

PROPOSED SHAREHOLDER MANDATE

1. INTRODUCTION

At the Twenty-Ninth AGM of our Company held on 4 December 2025, your approval was obtained for our Group to enter into Recurrent Related Party Transactions with the Related Parties set out in the circular to shareholders dated 31 October 2025. In accordance with the Listing Requirements, the said approval/mandate will expire at the conclusion of the forthcoming Thirtieth AGM of our Company unless renewal is obtained.

On 24 September 2026, our Company announced its intention to seek your approval for the Proposed Shareholder Mandate.

The purpose of this Circular is to provide you with the relevant information on the Proposed Shareholder Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming Thirtieth AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDER MANDATE

2.1 BACKGROUND INFORMATION

Paragraph 10.08 of the Listing Requirements stipulates the obligations of a listed issuer to comply with in relation to Related Party Transactions. However, pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from shareholders in respect of Recurrent Related Party Transactions, subject to the following:-

(i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;

(ii) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;

(iii) a circular to shareholders which includes information as may be prescribed by Bursa Securities is issued by the listed issuer for the shareholder mandate;

(iv) in a meeting to obtain shareholder mandate,

- a Related Party with any interest, direct or indirect, must not vote on the resolution in respect of the Related Party Transaction;
- an interested Related Party who is, in the case of a corporation, a Director or Major Shareholder, must ensure that Persons Connected with it abstain from voting on the resolution in respect of the Related Party Transaction;
- where the interested Related Party is a Person Connected with, in the case of a corporation, a Director or Major Shareholder, such person must not vote on the resolution in respect of the related party transaction; and

(v) an immediate announcement is made to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into by the listed issuer, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the circular by 10% or more and the announcement must include the information as may be prescribed by Bursa Securities.

Where a listed issuer has procured a shareholder mandate in respect of Recurrent Related Party Transactions, the provisions under paragraph 10.08 of the Listing Requirements will not apply to the Recurrent Related Party Transactions which are comprised in the said mandate.

The Proposed Shareholder Mandate, if approved by you at the forthcoming AGM, shall take effect from the date of the said AGM and is subject to annual renewal. The authority conferred will continue to be in force until:-

(i) the conclusion of the next AGM of our Company following the AGM at which the Proposed Shareholder Mandate is passed, at which time such mandate will lapse, unless by a resolution passed at such meeting the authority is renewed; or

(ii) the expiration of the period within which the next AGM of our Company is required to be held pursuant to Section 340(2) of the Act (but must 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 you in a general meeting,

whichever is the earlier.

2.2 PRINCIPAL ACTIVITIES OF YTL POWER GROUP

The principal activities of YTL Power are those of an investment holding and the provision of administrative and technical support services. The subsidiaries are principally engaged in:-

- integrated water and sewerage facilities, and other related services;
- construction, management, provision of consultancy services and power generation and operation services;
- owning and operating energy facilities and services (full value chain of electricity generation including trading of physical fuels and fuel related derivative instruments, tank leasing activities and sale of by-products from the electricity generation process);
- housing development, property letting and hotel business;
- provision of wired line and wireless broadband access and other related services, and planning, development, construction, implementation and operation of telecommunications infrastructure and information communication technologies services;
- license reseller focusing on providing virtual learning environment platforms, provision of information technology and educational advisory, training and consultancy services and development of artificial intelligence (AI) software, platforms, digital solutions and infrastructure services, including data processing, model hosting and AI systems integration;
- development, operation and marketing of data centre projects and related infrastructure, services and activities;
- development of cloud-based technology infrastructure, provision of mobile internet and cloud-based technology solutions, cloud computing resources, software, storage, and other business support services;
- engineering, procurement and construction management services (EPCM), engineering, procurement, construction and commissioning services (EPCC) and project management services;
- installation, testing, commissioning, operation and maintenance services of renewable energy projects.

2.3 CLASS OF RELATED PARTIES, NATURE AND ESTIMATED AGGREGATE VALUE OF THE RECURRENT RELATED PARTY TRANSACTIONS

(a) The Recurrent Related Party Transactions which will be covered under the **Proposed Renewal of Shareholder Mandate** are identified below:-

Related Party	**Interested Directors/ Major Shareholders/ Persons Connected**	**Nature of Recurrent Related Party Transactions with our Group**	**Mandate obtained at AGM held on 4 December 2025**		**Estimated aggregate value during the validity period of mandate***
			(I) Estimated aggregate value as disclosed in the circular to shareholders dated 31 October 2025	**(II) Actual value transacted from 4 December 2025 to LPD**	
			(RM'000)	**(RM'000)**	**(RM'000)**
YTL Corporation Group	YTLSFH[1] YTLSH[2] YTL Corporation[3] Puan Sri Tan Kai Yong[1][2][3][4][6][7] YTLSTC[5] Yeoh Siblings[1][2][3][4][6][7]	Procurement of operation and maintenance services; Procurement of hotel, hotel management and other related services; Procurement of parking facilities; Provision of telecommunications and/or broadband services, equipment and/or related services; Procurement of construction and related services, and building infrastructure/equipment; [8]Rental of premises at Lot 10 Shopping Centre, and 183, Jalan Bukit Bintang, Kuala Lumpur, and procurement of related services; [8]Rental of, or charges paid/payable for use of, vacant land, rooftop space, office, residential premises and/or other premises;	2,119,293	1,213,229	2,610,919 *(continued next page)*

(a) Proposed Renewal of Shareholder Mandate *(continued)*

Related Party	Interested Directors/ Major Shareholders/ Persons Connected	Nature of Recurrent Related Party Transactions with our Group	Mandate obtained at AGM held on 4 December 2025		Estimated aggregate value during the validity period of mandate* (RM'000)
			(I) Estimated aggregate value as disclosed in the circular to shareholders dated 31 October 2025 (RM'000)	(II) Actual value transacted from 4 December 2025 to LPD (RM'000)	
		Provision of water sampling test; Provision or procurement of information technology hardware and software, ICT system development and/or maintenance and related services; Procurement of info screen advertising, promotions, graphic design and/or digital imaging and other related services and event management, technical support, equipment rental etc.; Sale and/or purchase of spare or replacement parts or plant or equipment or consumables used in connection with the operation and maintenance of power plants.			

(b) The Recurrent Related Party Transaction which will be covered under the Proposed New Shareholder Mandate is identified below:-

Related Party	**Interested Directors/ Major Shareholders/ Persons Connected**	**Nature of Recurrent Related Party Transactions with our Group**	**Estimated aggregate value during the validity period of mandate*** **(RM'000)**
YTL Corporation Group	YTLSFH[(1)] YTLSH[(2)] YTL Corporation[(3)] Puan Sri Tan Kai Yong[(1)(2)(3)(4)(6)(7)] YTLSTC[(5)] Yeoh Siblings[(1)(2)(3)(4)(6)(7)]	Procurement of project management and related technical support.	35,341

Actual value transacted (II) had not exceeded the estimated aggregate value (I).

* This comprises estimated value of transactions from the date of the Thirtieth AGM to the next AGM expected to be held in the month of December 2026. The estimated value is based on the current actual consumption and historical trends and may be subject to changes.

Notes

(1) YTLSFH is Major Shareholder of YTL Power Group and YTL Corporation Group. YTLSFH is a Person Connected with Puan Sri Tan Kai Yong and the Yeoh Siblings.

(2) YTLSH is a Major Shareholder of YTL Power Group and YTL Corporation Group. YTLSH is a Person Connected with Puan Sri Tan Kai Yong and the Yeoh Siblings.

(3) YTL Corporation is a Major Shareholder of YTL Power Group and the subsidiaries, joint ventures and associated companies of YTL Corporation. YTL Corporation is a Person Connected with Puan Sri Tan Kai Yong and the Yeoh Siblings.

(4) Puan Sri Tan Kai Yong is a Major Shareholder of YTL Power Group and YTL Corporation Group by virtue of her beneficial interests (held through YTLSTC) in the shares of YTLSFH. Puan Sri Tan Kai Yong is a Person Connected with the Yeoh Siblings. Puan Sri Tan Kai Yong is also a Director of YTLSH, YTLSFH and YTLSTC.

(5) YTLSTC is a Major Shareholder of YTL Power Group and YTL Corporation Group by virtue of its shareholdings in YTLSFH which it holds in its capacity as trustee.

(6) The Yeoh Siblings are also Directors of YTL Corporation. The Yeoh Siblings and Puan Sri Tan Kai Yong had interests in the ordinary shares of YTL Corporation as at LPD.

(7) The Yeoh Siblings are the children of Puan Sri Tan Kai Yong. Save for Dato' Yeoh Soo Min and Dato' Yeoh Soo Keng, the Yeoh Siblings are also Directors of YTLSFH and YTLSTC. The Yeoh Siblings are also Directors of YTLSH.

(8) Tenancies are for terms not exceeding 3 years with rentals payable on monthly basis.

2.4 AMOUNTS DUE AND OWING BY RELATED PARTIES PURSUANT TO THE RECURRENT RELATED PARTY TRANSACTIONS

As at financial year ended 30 June 2026, the outstanding amount due and owing to our Group by YTL Corporation Group under the Recurrent Related Party Transactions set out in section 2.3(a) totaled RM1,985,000. This amount exceeded the credit term for the following periods:-

Period	Principal sum outstanding (RM'000)
1 year or less	**1,933**
More than 1 to 3 years	**52**
More than 3 to 5 years	**--**
More than 5 years	**--**
TOTAL	**1,985**

No late payment charges or interest were imposed on the overdue amounts as these are not substantial. The outstanding amounts were trade in nature.

Out of the total RM1,985,000 due to our Group, RM1,370,000 had been settled as at LPD. Management monitors the outstanding debts on a regular basis and will continue to pursue, for early settlement. Our Board is optimistic that the overdue amount is recoverable.

2.5 RATIONALE AND BENEFITS FOR THE PROPOSED SHAREHOLDER MANDATE

The Recurrent Related Party Transactions entered into or to be entered into by our Group were/are in the ordinary course of business and intended to meet the business needs of our Group at the best possible terms so as to achieve synergistic benefits within our Group. These transactions are likely to occur with some degree of frequency and may be constrained by the time-sensitive nature and confidentiality of such transactions, thus rendering it impractical to seek shareholders' approval on a case by case basis before entering into such transactions.

By obtaining the Proposed Shareholder Mandate and renewal of the same on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such Recurrent Related Party Transactions occur would not arise. This would substantially reduce the time, administrative requirements, and expenses associated with the convening of such meetings, without compromising the corporate objectives of our Group or adversely affecting the business opportunities available to our Group.

The Related Parties which are involved in the Recurrent Related Party Transactions have proven their reliability and expertise in their respective fields. In certain instances, the Related Parties provide our Group the support for its operational needs, thereby enabling greater efficiency and effectiveness in the utilisation of our Group's resources.

2.6 REVIEW PROCEDURES

Our Group has in place the following procedures to supplement existing internal procedures for general transactions to ensure that the transactions with Related Parties are undertaken on an arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public, consistent with our Group's usual business practices and policies and not to the detriment of the minority shareholders of our Company:-

(i) Our Group will only enter into Recurrent Related Party Transactions after taking into account the pricing, terms and other relevant factors. At least two other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by our Group based on that offered by/to other unrelated parties for the same or substantially similar type of transaction to ensure that the Recurrent Related Party Transaction is not detrimental to our Group.

(ii) Records will be maintained to capture all Recurrent Related Party Transactions which are entered into pursuant to the Proposed Shareholder Mandate.

(iii) There are no thresholds for approval of Recurrent Related Party Transactions as all the transactions will be reviewed and approved by executive directors and/or senior management.

(iv) Records and reports on the Recurrent Related Party Transactions will be submitted by the accountant on a quarterly basis for review by the internal auditors.

(v) Internal auditors will then report their findings, if any, to our Audit Committee at its quarterly meetings. In its review of such transactions, our Audit Committee may, as it deems fit, request for additional information pertaining to the transactions under review from independent sources or advisers. Our Audit Committee will report their findings, if any, to the Board.

(vi) Our Board and Audit Committee shall have the overall responsibility of determining whether the review procedures and guidelines on the Recurrent Related Party Transactions are appropriate and sufficient. If a member of our Board or the Audit Committee has an interest (direct or indirect) in a Recurrent Related Party Transaction, he/she will abstain from deliberation and any decision making in respect of the said transaction.

(vii) If our Board and Audit Committee are of the view that the review procedures are no longer sufficient to ensure that the Recurrent Related Party Transactions are made on arm's length basis, 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, they shall have the discretion to discharge, vary and/or modify or implement new and/or additional procedures and guidelines without the approval of the shareholders provided that such amended, varied, modified, new or additional procedures are no less stringent than the existing procedures and guidelines.

(viii) Disclosure will be made in the annual report of our Company of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholder Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements.

In addition, if the actual value of the Recurrent Related Party Transactions entered into by our Group exceeds the estimated value of the Recurrent Related Party Transactions disclosed in the circular to the shareholders on the Proposed Shareholder Mandate by 10% or more, our Company will make an immediate announcement to Bursa Securities.

2.7 STATEMENT BY AUDIT COMMITTEE

Our Audit Committee has reviewed the procedures mentioned in section 2.6 and is of the view that the said procedures are sufficient to ensure that the Recurrent Related Party Transactions are not more favourable to Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

Our Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner. Our Audit Committee reviews these procedures and processes on an annual basis.

2.8 APPROVAL/CONSENT REQUIRED

The Proposed Shareholder Mandate is conditional upon approval being obtained from you at the forthcoming AGM.

3. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

The direct and indirect interests in Shares of the Interested Directors and interested Major Shareholders/Persons Connected with them as at LPD are set out below:-

Interested Director	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Tan Sri (Sir) Yeoh Sock Ping, PSM, KBE	25,603,966	0.29	881,443 (1)	0.01
Dato' Seri Yeoh Seok Hong	141,238,169	1.62	30,797,235 (1)	0.35
Dato' Yeoh Soo Min	28,999,589	0.33	6,916,839 (1)(6)	0.08
Dato' Yeoh Seok Kian	7,276,298	0.08	18,416,426 (1)	0.21
Dato' Sri Yeoh Sock Siong	5,000,000	0.06	12,880,663 (1)(7)	0.15
Dato' Yeoh Soo Keng	42,800,049	0.49	830,534 (1)	0.01
Dato' Setia Yeoh Seok Kah	15,299,200	0.18	7,563,315 (1)	0.09

Common Director (as defined below)	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Syed Abdullah Bin Syed Abd. Kadir	2,600,000	0.03	600 (1)	*

Interested Major Shareholder/ Person Connected	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
YTLSH	823,901,078	9.44	4,502,625,892 (2)	51.58
YTLSFH	--	--	5,326,526,970 (3)	61.02
YTLSTC	--	--	5,326,526,970 (4)	61.02
YTL Corporation	3,976,650,440	45.55	525,975,452 (8)	6.03
Puan Sri Tan Kai Yong	25,290,859	0.29	5,326,526,970 (5)	61.02

* *negligible*

Notes:

1. *Deemed interests by virtue of interests held through spouse and/or children pursuant to Section 59(11)(c) of the Act.*
2. *Deemed interests by virtue of interests held through YTL Corporation, Cornerstone Crest Sdn Bhd and YTLPS pursuant to Section 8 of the Act.*
3. *Deemed interests by virtue of interests held through YTLSH, YTL Corporation, Cornerstone Crest Sdn Bhd and YTLPS pursuant to Section 8 of the Act arising from its ownership of 100% of YTLSH.*
4. *Deemed interests by virtue of interests held through YTLSH, YTL Corporation, Cornerstone Crest Sdn Bhd and YTLPS pursuant to Section 8 of the Act arising from its ownership of 100% of YTLSFH in its capacity as trustee.*
5. *Deemed interests by virtue of interests held through YTLSH, YTL Corporation, Cornerstone Crest Sdn Bhd and YTLPS pursuant to Section 8 of the Act arising from her beneficial interests (held through YTLSTC in its capacity as trustee) in YTLSFH.*
6. *Deemed interests by virtue of interests held through Tan & Yeoh Properties Sdn Bhd pursuant to Section 8 of the Act.*
7. *Deemed interests by virtue of interests held through Hasil Mayang Sdn Bhd pursuant to Section 8 of the Act.*
8. *Deemed interests by virtue of interests held through Cornerstone Crest Sdn Bhd and YTLPS pursuant to Section 8 of the Act.*

As at LPD, Syed Abdullah Bin Syed Abd. Kadir who is also a Director of YTL Corporation, has shareholdings (direct and/or indirect) of less than 5% in YTL Corporation and has no other interest such as commission or other kinds of benefit received from YTL Power or any of its subsidiaries or YTL Corporation in relation to the Recurrent Related Party Transactions. As such, the common directorships of Syed Abdullah Bin Syed Abd. Kadir (the "**Common Director**") does not render him as interested Related Parties of the Recurrent Related Party Transactions pursuant to Paragraph 10.08(11)(c) of the Listing Requirements.

Syed Abdullah Bin Syed Abd. Kadir has voluntarily abstained and will continue to abstain from Board deliberations and voting pertaining to the Proposed Shareholder Mandate.

As at LPD, Persons Connected with the Yeoh Siblings (i.e. spouse, children or corporate bodies connected with them) collectively have interests in shares (direct or indirect) totaling 0.90% in our Company and 1.44% in YTL Corporation, and have no other interest such as commission or other kinds of benefit received from YTL Power Group or YTL Corporation Group in relation to the Recurrent Related Party Transactions. In accordance with Paragraph 10.08(7)(a), they will abstain from voting in respect of their direct and/or indirect shareholdings on the Proposed Shareholder Mandate at the forthcoming AGM.

Our Interested Directors have abstained and will continue to abstain from Board deliberations and voting pertaining to the Proposed Shareholder Mandate.

Our Interested Directors and interested Major Shareholders and Persons Connected with them will abstain from voting in respect of their direct and indirect shareholdings on the Proposed Shareholder Mandate at the forthcoming AGM.

In addition, our Interested Directors and/or interested Major Shareholders has/have undertaken that he/she/they will ensure that Persons Connected with him/her/them will abstain from voting on the resolution, deliberating or approving the Proposed Shareholder Mandate at the forthcoming AGM.

Save as aforesaid, none of the other Directors, Major Shareholders of YTL Power or Persons Connected with them has any interest, direct or indirect, in the Proposed Shareholder Mandate.

4. DIRECTORS' STATEMENT/RECOMMENDATION

Our Board (save for the Interested Directors and Syed Abdullah Bin Syed Abd. Kadir), having considered all aspects of the Proposed Shareholder Mandate, is of the opinion that the Proposed Shareholder Mandate is in the best interest of our Company and shareholders and accordingly, recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholder Mandate to be tabled at the forthcoming AGM.

5. AGM

Our Thirtieth AGM, the notice of which is set out in the Annual Report 2026, 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, 3 December 2026 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, approving, *inter alia*, the ordinary resolution on the Proposed Shareholder Mandate.

The Notice of the AGM together with the Form of Proxy and Administrative Guide may be downloaded from our Company's website at https://www.ytlpowerinternational.com/meetings/.

If you are unable to attend and vote in person at the AGM, you may appoint a proxy or proxies to do so in your stead by following the instructions set out in the Form of Proxy. The Form of Proxy must be deposited with at either of the following offices of Vistra:

Office		**Drop Box**
Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia	or	Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia

or lodged electronically via Vistra Share Registry and IPO (MY) Portal at https://srmy.vistra.com, not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

The lodgment of the Form of Proxy does not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

6. FURTHER/ADDITIONAL INFORMATION

You are requested to refer to the attached Appendix I for further/additional information.

Yours faithfully,
For and on behalf of the Board of
YTL POWER INTERNATIONAL BERHAD

FAIZAL SHAM BIN ABU MANSOR
Independent Non-Executive Director

FURTHER/ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Directors who collectively and individually accept full responsibility for the accuracy of the information contained herein. Our Directors confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) entered into by our Group during the two years immediately preceding the date of this Circular:

(i) Shareholders' Agreement dated 28 June 2024 ("SHA") entered into between YTL Power, MoF Inc., Infranation Sdn Bhd ("Infranation"), Maxis Broadband Sdn Bhd ("Maxis"), U Mobile Sdn Bhd ("U Mobile") and DNB which sets out sets out the terms and conditions of the put and call options for (i) MoF Inc. to sell MoF Inc.'s ordinary shares and shareholder advance of RM450,000,000.00 to other shareholder of DNB, and (ii) for the shareholders of DNB who wish to exit from DNB and/or participate in the second 5G network to sell their ordinary shares in DNB to the shareholders who wish to remain in DNB.

Letter of Variation dated 13 May 2025 entered into between YTL Power, MoF Inc., Infranation, Maxis, U Mobile and DNB for variation of certain terms of the SHA which includes amongst others, sale of U Mobile's equity interest comprising 100,000 ordinary shares in DNB to each of MoF, Infranation, Maxis and YTL Power for a consideration of RM1.00 per share. Completion of the share acquisition took place on 30 May 2025. With this, YTL Power's cumulative percentage of issued shares in DNB increased to 0.03% from 0.02% while its combined cumulative percentage of issued shares and shareholder advance in DNB increased to 19.44% from 16.28%.

(ii) Supplemental Trust Deed dated 3 March 2026 entered into between YTL Power and Malaysian Trustees Berhad in relation to the upsizing of the Islamic commercial papers programme and Islamic medium term notes programme under the Shariah principle of Murabahah (via Tawarruq arrangement) to a combined limit of up to RM15.0 billion in nominal value (from RM7.5 billion previously).

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, as at the LPD, neither our Company nor our subsidiaries are involved in any material litigation, claims or arbitration either as plaintiff or defendant, and we are not aware of any material litigation, claims or arbitration pending or threatened against our Company or our subsidiaries:

- Appeal against appealable objection decision under section 14ZZ
  Taxation Administration Act 1953 – Federal Court of Australia No. VID 558 of 2023

  Arising from the disposal by YTL Power Investments Limited ("YTLPIL"), a subsidiary of YTL Power, of 3,350 fully paid ordinary shares in ElectraNet Pty. Ltd. (the "ElectraNet Shares"), the Commissioner of Taxation of the Commonwealth of Australia (the "Commissioner") assessed YTLPIL on a capital gain in respect of its disposal of the ElectraNet Shares with an assessed tax payable of Australian Dollar (AUD)284,321,656.20 (the "Assessment"). Based on expert advice received, YTLPIL objected to the Assessment on the grounds that the gain on disposal is not subject to tax. The Commissioner however disallowed YTLPIL's objection (the "Objection Decision"). YTLPIL accordingly filed a notice of appeal to the Federal Court of Australia against the Objection Decision on 21 July 2023. On 18 December 2025 the Federal Court ordered that YTLPIL's appeal against the Objection Decision be allowed and the Objection Decision be set aside (the "Decision"). The Commissioner thereafter appealed against the Decision to the Full Bench of the Federal Court, the hearing of which concluded in August 2026 and is now pending decision.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at 33rd Floor, Menara YTL, 205 Jalan Bukit Bintang, 55100 Kuala Lumpur, Wilayah Persekutuan, Malaysia during normal office hours (except for public holidays) from the date of this Circular up to and including the date of the AGM:

(i) The Constitution of YTL Power;

(ii) The audited financial statements of YTL Power for the past two (2) financial years ended 30 June 2025 and 30 June 2026;

(iii) The material contracts referred to in paragraph 2 above; and

(iv) Relevant cause papers in respect of the material litigation, claims or arbitration referred to in paragraph 3 above.