

# YTL HOSPITALITY REIT

(established in Malaysia pursuant to a deed dated 18 November 2005 (as amended and restated))

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twelfth Annual General Meeting of YTL Hospitality REIT (“**YTL REIT**”) will be held on Thursday, the 7th day of November, 2024 at 3.00 p.m. or at any adjournment thereof and will be conducted as a **fully virtual** meeting through live streaming, online remote participation and voting via the online meeting platform hosted on the TIH Online System (“**TIH Online**”) at <https://tiih.com.my> (“**Meeting Platform**”) to transact the following business:

### AS ORDINARY BUSINESS

To lay before the meeting the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports attached thereon.

Please refer  
Explanatory Note A

### AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolution:

#### ORDINARY RESOLUTION 1

#### PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED UNITS OF YTL REIT

“**THAT** subject to Bursa Malaysia Securities Berhad Main Market Listing Requirements, and subject to requisite approvals being obtained, authority be and is hereby given to the Directors of Pintar Projek Sdn Bhd (“**Manager**”) to allot and issue new units in YTL REIT (“**New Units**”), at any time at such price to any such persons and upon such terms and conditions as the Directors of the Manager (“**Board**”) may in their absolute discretion, deem fit and expedient in the best interest of YTL REIT, provided that the aggregate number of New Units to be issued, when aggregated with the total number of units issued during the preceding 12 months, does not exceed 20% of the total number of issued units of YTL REIT for the time being comprising 1,704,388,889 units (“**Proposed Authority**”);

**THAT** such authority shall continue to be in force until:

- (i) the conclusion of the next annual general meeting (“**AGM**”) of YTL REIT at which time this Proposed Authority will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of YTL REIT is required by law to be held; or
- (iii) the Proposed Authority is revoked or varied by a resolution passed by the unitholders in a general meeting of YTL REIT,

whichever is earlier;

**THAT** such New Units to be issued pursuant to the Proposed Authority shall, upon allotment and issuance, rank pari passu in all respects with the existing units of YTL REIT, except that the New Units will not be entitled to any income distributions, rights, benefits, entitlements and/or any other distributions that may be declared prior to the date of allotment and issue of such New Units;

**THAT** authority be and is hereby given to the Board and Maybank Trustees Berhad (“**Trustee**”), acting for and on behalf of YTL REIT, to give effect to the Proposed Authority including but not limited to the creation of the requisite New Units and with full powers to assent to any conditions, modifications, variations, arrangements and/or amendments as they may deem fit in the best interest of YTL REIT and/or as may be imposed by the relevant authorities;

**AND THAT** the Board and the Trustee, acting for and on behalf of YTL REIT, be and are hereby authorised to implement, finalise, complete and do all acts, deeds and things (including executing such documents as may be required) in relation to the Proposed Authority.”

By Order of the Board  
of Pintar Projek Sdn Bhd [199401028328 (314009-W)]  
(Manager for YTL Hospitality REIT)

Ho Say Keng  
Company Secretary

Kuala Lumpur  
1 October 2024

#### Notes:

#### REMOTE PARTICIPATION AND VOTING (“RPV”)

1. The Twelfth Annual General Meeting (“12th AGM”) will be conducted on a fully virtual basis **without a physical meeting venue**. Please follow the procedures set out in the Administrative Guide for the 12th AGM which is available on YTL REIT’s website at <https://ytlhospitalityreit.com/meetings> to register, participate, speak (in the form of real time submission of typed texts) and vote remotely via the RPV facilities provided by the share registrar for the 12th AGM, Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) on its TIH Online at <https://tiih.com.my>.

#### MEETING PLATFORM

2. The Meeting Platform meets the requirements for ‘place’ set out under Paragraph 13.21 of the Guidelines on Listed Real Estate Investment Trusts as clarified in the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (as revised on 7 April 2022).

#### PROXY

3. A unitholder (including an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”)) entitled to attend a general meeting of YTL REIT may appoint not more than two (2) proxies to participate instead of the unitholder at the 12th AGM via the RPV facilities.
4. Where a unitholder is an Exempt Authorised Nominee as defined under the SICDA, which holds units in YTL REIT 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.
5. A proxy may but need not be a unitholder of YTL REIT. Where a unitholder appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his unitholdings to be represented by each proxy.
6. 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.
7. The appointment of a proxy may be made in hardcopy form or by electronic means as specified below and must be received by Tricor not less than 48 hours before the time appointed for holding the 12th AGM i.e. no later than **5 November 2024 at 3.00 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 Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia,

or alternatively,

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

##### (ii) Electronically via TIH Online

The Form of Proxy can be electronically lodged with Tricor via TIH Online at <https://tiih.com.my>. Please follow the procedures set out in the Administrative Guide for the 12th AGM.

8. For the purpose of determining a unitholder who shall be entitled to attend the 12th AGM via the RPV facilities, the Manager shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Section 34(1) of the SICDA to issue a General Meeting Record of Depositors as at 30 October 2024. Only a depositor whose name appears on the General Meeting Record of Depositors as at 30 October 2024 shall be entitled to attend the said meeting or appoint proxy(ies) to attend in his stead.

#### APPOINTMENT OF REPRESENTATIVES BY CORPORATE MEMBERS

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

or alternatively,

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

before the time appointed for holding the 12th AGM or adjourned meeting.

#### Explanatory Note A

There shall be no voting on the aforesaid Ordinary Business given that the laying of the Audited Financial Statements for the financial year ended 30 June 2024 of YTL REIT together with the Reports attached thereon before the unitholders at the Annual General Meeting is meant for discussion only in accordance with Paragraph 13.18(b) of the Guidelines on Listed Real Estate Investment Trusts issued by the Securities Commission Malaysia.

#### Explanatory Notes on Special Business

##### Resolution on Proposed Authority

Resolution 1 is a renewal of the general authority given to the Board to allot and issue units as approved by the unitholders at the Eleventh Annual General Meeting held on 12 October 2023 (“Previous Mandate”).

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

Resolution 1, if passed, will give a mandate to the Board to allot and issue New Units in YTL REIT from time to time provided that the aggregate number of the New Units to be issued, when aggregated with the total number of units issued during the preceding 12 months, does not exceed 20% of the total number of issued units of YTL REIT for the time being comprising 1,704,388,889 units. The Proposed Authority, unless revoked or varied by a resolution passed by the unitholders in a general meeting of YTL REIT, will expire at the conclusion of the next AGM of YTL REIT.

With this Proposed Authority, YTL REIT will have the flexibility to allot and issue New Units to raise funds to finance future investments, acquisitions and capital expenditure project(s) to enhance the value of YTL REIT and/or to refinance existing debt as well as for working capital purposes without convening a general meeting, which may delay the capital raising initiatives and incur relevant costs in organising the required general meeting.