

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, please consult your stockbroker, bank manager, solicitor, accountant, bank manager or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") is not liable for any non-disclosure on the part of Yong Tai Berhad ("**YTB**" or the "**Company**"), takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



YONG TAI

永大集团

YONG TAI BERHAD

Registration No.: 199401025505 (311186-T)
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED PRIVATE PLACEMENT OF UP TO 30.00% OF THE TOTAL NUMBER OF
ISSUED ORDINARY SHARES IN YTB ("PROPOSED PRIVATE PLACEMENT")**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser and Placement Agent



M & A SECURITIES SDN BHD

[Registration No.: 197301001503 (15017-H)]
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of Extraordinary General Meeting ("**EGM**") together with the Proxy Form, are enclosed herewith in this Circular.

If you are unable to attend and vote in person at the EGM, you may complete and return the relevant Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the Registered Office of the Company, not later than 48 hours before the date and time fixed for the EGM or any adjournment thereof. The lodging of the Proxy Form will not, however, preclude you from attending the EGM and voting in person should you subsequently wish to do so.

Last date and time for lodging the Proxy Form for the EGM: Tuesday, 10 June 2025 at 10.30 a.m.

Date and time of the EGM: Thursday, 12 June 2025 at 10.30 a.m.

Venue of the EGM: Encore Melaka - Admiral Hall, No. 3, Jalan KSB – Impression
8, Impression City @ Kota Syahbandar, 75200 Melaka

This Circular is dated 28 May 2025

DEFINITIONS

Unless where the context otherwise requires, the following definitions shall apply throughout this Circular and the accompanying appendix:

Act	: Companies Act, 2016
Board	: The board of directors of YTB
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No.: 200301033577 (635998-W)]
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd [Registration No.: 198701006854 (165570-W)]
Circular	: This circular to the shareholders of YTB in relation to the Proposed Private Placement dated 28 May 2025
CMSA	: Capital Markets and Services Act 2007
Constitution	: Constitution of YTB
COVID-19	: Coronavirus disease 2019
Director(s)	: The director(s) of YTB and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the CMSA
EGM	: Extraordinary general meeting
EPS	: Earnings per share
FPE	: Financial period ended/ending, as the case may be
FYE	: Financial year ended/ending, as the case may be
GDC	: Gross development cost
GDV	: Gross development value
Indicative Issue Price	: RM0.1790 per Placement Share, being the indicative issue price for the Placement Shares used for illustrative purposes. The Indicative Issue Price is based on an approximate of 9.91% discount to the 5D-VWAMP of YTB Shares up to and including the LPD of RM0.1987 per YTB Share
Interested Person	: Directors, major shareholders or chief executive of our Company or our holding company (if any)
Listing Requirements	: Main Market Listing Requirements of Bursa Securities, as amended from time to time
LPD	: 15 May 2025, being the latest practicable date prior to the date of this Circular
Market Day	: A day on which the stock market of Bursa Securities is open for trading in securities
Main Market	: Main Market of Bursa Securities

DEFINITIONS (Cont'd)

M & A Securities or Principal Adviser or Placement Agent	: M & A Securities Sdn Bhd [Registration No.: 197301001503 (15017-H)]
NA	: Net assets
Placees	: Independent third-party investor(s) to be identified later
Placement Shares	: Up to 184,354,900 new YTB Shares to be issued pursuant to the Proposed Private Placement
Proposed Private Placement	: Proposed private placement of up to 30.00% of the total number of issued ordinary shares in YTB
Record of Depositors	: A record of securities holders provided by Bursa Depository under the Rules of Bursa Depository
RM and sen	: Ringgit Malaysia and sen, respectively
Warrants	: 71,523,013 outstanding warrants 2022/2027 exercisable at the exercise price of RM0.3870 each into 71,523,013 new YTB Shares
YTB or the Company	: Yong Tai Berhad [Registration No.: 199401025505 (311186-T)]
YTB Group or the Group	: YTB and its subsidiaries, collectively
YTB Share(s) or Share(s)	: Ordinary shares in YTB
5D-VWAMP	: 5-day volume-weighted average market price

For the purpose of this Circular, all references to a time of day shall be a reference to Malaysian time unless otherwise stated. In this Circular, words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactments is a reference to that enactment as for the time being amended or re-enacted. Certain figures included in this Circular have been subject to rounding adjustments. All References to "we", "us", "our" and "ourselves" are to our Company save where the context otherwise requires, our subsidiaries and to "you" or "your" are to the shareholders of the Company.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due inquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that our Company's plans and objectives will be achieved.

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EXECUTIVE SUMMARY

THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION REGARDING THE PROPOSED PRIVATE PLACEMENT. YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE ENTIRE CONTENTS OF THIS CIRCULAR AND ITS APPENDIX, BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED PRIVATE PLACEMENT TO BE TABLED AT THE FORTHCOMING EGM.

Key information	Description	Reference to Circular												
Summary of the Proposed Private Placement	Issue size : Up to 184,354,900 Placement Shares, representing approximately 30.00% of the enlarged issued share capital of YTB.	Section 2												
	Issue to : Placees who/which qualify under Schedules 6 and 7 of the CMSA in a single or multiple tranche(s).													
	Issue price : Not more than 10.00% discount to the 5D-VWAMP of YTB Shares immediately preceding the price fixing date(s). The mechanism to determine the issue price of each tranche (if applicable) of the Placement Shares shall be in accordance with market-based principles.													
Utilisation proceeds of	Based on the proposed placement size of up to 184,354,900 Placement Shares to be issued at the Indicative Issue Price, the Proposed Private Placement is expected to raise gross proceeds of up to RM33.00 million. The gross proceeds raised are expected to be utilised in the following manner:	Section 2.6												
<table><tr><th>Details of utilisation</th><th>RM'000</th></tr><tr><td>Repayment of existing loan and borrowings</td><td>12,000</td></tr><tr><td>Part financing of YTB Group's existing projects</td><td>8,500</td></tr><tr><td>Working capital requirements</td><td>11,300</td></tr><tr><td>Estimated expenses for the Proposed Private Placement</td><td>1,200</td></tr><tr><td>Total</td><td>33,000</td></tr></table>			Details of utilisation	RM'000	Repayment of existing loan and borrowings	12,000	Part financing of YTB Group's existing projects	8,500	Working capital requirements	11,300	Estimated expenses for the Proposed Private Placement	1,200	Total	33,000
Details of utilisation	RM'000													
Repayment of existing loan and borrowings	12,000													
Part financing of YTB Group's existing projects	8,500													
Working capital requirements	11,300													
Estimated expenses for the Proposed Private Placement	1,200													
Total	33,000													
Rationale	The Proposed Private Placement will enable our Group to raise additional funds for the purposes as set out in Section 2.6 of this Circular, which are expected to contribute positively to our Group's earnings potential in the future. Our Board is of the view that the Proposed Private Placement is the most appropriate avenue to raise funds for our Group, after taking into consideration that the Proposed Private Placement: (i) will enable our Group to raise funds expeditiously and in a more cost-effective manner as opposed to other fund-raising options; (ii) is expected to strengthen the shareholders equity and capital base of our Group;	Section 3												

EXECUTIVE SUMMARY (Cont'd)

Key information	Description	Reference to Circular
	(iii) will serve as additional source of funding for our Group without incurring interest expenses as compared to bank borrowings; and (iv) will improve the liquidity and financial flexibility of our Group by strengthening our financial position.	
Approvals required	: The Proposed Private Placement is subject to the following approvals and/or consents being obtained from the following: (i) Bursa Securities, for the listing of and quotation for the Placement Shares on the Main Market of Bursa Securities, which was obtained vide its letter dated 9 May 2025, and is subject to the conditions as stated in Section 6 of this Circular; and (ii) our shareholders at the forthcoming EGM to be convened. The Proposed Private Placement is not conditional upon any other corporate exercise undertaken or to be undertaken by YTB.	Section 6
Interest of Directors, major shareholders, chief executive and/or persons connected with them	: None of our Directors, major shareholders, chief executive and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Private Placement.	Section 8
Directors' statement and recommendation	: Our Board after having considered all aspects of the Proposed Private Placement including, but not limited to the proposed utilisation of proceeds, rationale, and the effects of the Proposed Private Placement as set out in Sections 2.6, 3 and 5 of this Circular, respectively, is of the opinion that the Proposed Private Placement is in the best interest of YTB and our shareholders. Accordingly, our Board recommends that you VOTE IN FAVOUR of the resolution pertaining to the Proposed Private Placement to be tabled at the forthcoming EGM.	Section 9



YONG TAI

永大集团

YONG TAI BERHAD

[Registration No.: 199401025505 (311186-T)]
(Incorporated in Malaysia)

Registered Office:

B-25-2, Block B, Jaya One
No. 72A, Jalan Prof Diraja Ungku Aziz
46200 Petaling Jaya
Selangor Darul Ehsan

28 May 2025

Board of Directors:

Dato' Indera Syed Norulzaman bin Syed Kamarulzaman (*Independent Non-Executive Chairman*)
Datuk Wira Boo Kuang Loon (*Executive Director / Chief Executive Officer*)
Dato' Beh Hang Kong (*Executive Director*)
Subramaniam A/L A.V. Sankar (*Independent Non-Executive Director*)
Datuk Ng Bee Ken (*Independent Non-Executive Director*)
Anthony Ang Meng Huat (*Independent Non-Executive Director*)
Tang Po Yi (*Non-Independent Non-Executive Director*)

To: Our Shareholders

Dear Sir/Madam,

PROPOSED PRIVATE PLACEMENT

1. INTRODUCTION

On 31 July 2024, M & A Securities had, on behalf of our Board, announced to undertake the Proposed Private Placement and on 2 August 2024, M & A Securities had, on behalf of our Board, announced a rectification in relation to the said announcement ("**Initial Announcements**").

On 3 April 2025, M & A Securities had, on behalf of our Board, announced the variation to the details pertaining to the proposed utilisation of proceeds as set out in Section 4 of the Initial Announcements in relation to the Proposed Private Placement ("**Variation**").

On 9 May 2025, M & A Securities had, on behalf of our Board, announced that Bursa Securities had vide its letter dated 9 May 2025 approved the listing of and quotation for the Placement Shares on the Main Market of Bursa Securities, subject to the conditions as disclosed in Section 6 of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED PRIVATE PLACEMENT AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED PRIVATE PLACEMENT TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE EGM AND THE PROXY FORM ARE ENCLOSED WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN CAREFULLY BEFORE VOTING BY WAY OF POLL ON THE RESOLUTION PERTAINING TO THE PROPOSED PRIVATE PLACEMENT TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED PRIVATE PLACEMENT

2.1 Placement size

The Proposed Private Placement entails the issuance of up to 184,354,900 new YTB Shares, which was arrived based on approximately 30.00% of the enlarged issued share capital of YTB of RM837,201,308 comprising 614,516,516 YTB Shares, after taking into consideration the following:

- (i) YTB's issued and paid up share capital of RM742,622,458 comprising 428,737,201 YTB Shares as at the LPD. For avoidance of doubt, our Company does not hold any treasury shares as at the LPD;
- (ii) assuming 13,958,993 outstanding irredeemable convertible preference shares ("**ICPS**") as at the LPD are converted into 2,791,798 new Shares, based on the conversion ratio of 5 ICPS into 1 new Share at the conversion price of RM4.000 per Share;
- (iii) assuming 55,732,252 redeemable convertible preference shares ("**RCPS**") will be subscribed and converted into 111,464,504 new Shares (being the balance of the maximum conversion shares) at the minimum conversion price ("**MCP**") of RM0.5000 per Share. As at the LPD, YTB has the availability/arrangement to issue up to 163,000,000 RCPS with a convertible feature for issuance of up to 111,464,504 new Shares upon subscription and issuance of such RCPS; and
- (iv) assuming full exercise of the 71,523,013 outstanding Warrants;

prior to the implementation of the Proposed Private Placement ("**Maximum Scenario**").

However, assuming (i) none of the ICPS are converted into new Share; (ii) none of the RCPS are subscribed and converted into new Share; and (iii) none of the Warrants are exercised into new Shares prior to the implementation of the Proposed Private Placement, the size of the Proposed Private Placement shall be up to 128,621,100 new YTB Shares, which was arrived based on approximately 30.00% of the issued and paid-up share capital of YTB of RM742,622,458 comprising 428,737,201 YTB Shares as at the LPD ("**Minimum Scenario**").

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Based on the above, our Company will be able to issue up to 184,354,900 Placement Shares under the Proposed Private Placement, computed as follows:

	Minimum Scenario	Maximum Scenario	Notes
(a) No of issued Shares as at the LPD	428,737,201	428,737,201	-
(b) To be issued assuming full conversion of the ICPS	-	2,791,798	-
(c) To be issued assuming 55,732,252 RCPS will be subscribed and converted into new Shares	-	111,464,504	-
(d) To be issued assuming Warrants are fully exercised	-	71,523,013	-
(e) Enlarged no. of issued Shares	428,737,201	614,516,516	(a) + (b) + (c) + (d)
To be issued pursuant to the Proposed Private Placement	128,621,100	184,354,900	(e) x 30.00%

The actual number of Shares to be issued pursuant to the Proposed Private Placement will be determined at a later date, after obtaining the relevant approvals. Subject to the prevailing market conditions and depending on investors' interest at the point of implementation, the Proposed Private Placement may be implemented in multiple tranches, if required, within 6 months from the date of approval by Bursa Securities for the Proposed Private Placement or any extended period as may be approved by Bursa Securities. As such, there could potentially be several price fixing dates depending on the number of tranches and timing of implementation.

For avoidance of doubt, the actual number of Placement Shares to be issued pursuant to the Proposed Private Placement shall not exceed 30.00% of the total number of issued Shares of YTB, at any point in time.

2.2 Basis of arriving at the issue price of the Placement Shares

The issue price of each tranche of the Placement Shares, where applicable, shall be determined separately and fixed by our Board at a later date after obtaining the relevant approvals for the Proposed Private Placement. Our Board will take into consideration amongst others, the prevailing market conditions and provisions of Paragraph 6.04(a) of the Listing Requirements, in determining the issue price of the Placement Shares.

The issue price of the Placement Shares to the Placees shall be at a discount of not more than 10.00% to the 5D-VWAMP of YTB Shares immediately preceding the price fixing date(s). For illustrative purposes, based on the 5D-VWAMP of YTB Shares up to and including the LPD of RM0.1987 per Share, the issue price of the Placement Shares to the Placees shall be at the Indicative Issue Price of RM0.1790 per Placement Share, representing a discount of approximately 9.91% to the 5D-VWAMP of YTB Shares.

Based on the Indicative Issue Price, the Proposed Private Placement is expected to raise gross proceeds of up to approximately RM33.00 million. However, the issue price of each tranche of the Placement Shares shall be determined separately in accordance with market-based principles and the above parameters.

2.3 Placement arrangement

The Placement Shares will be placed to the Placees who/which shall also be person(s) or party(ies) who/which qualify under Schedule 6 and Schedule 7 of the CMSA, who shall be identified at a later date.

Pursuant to the Subscription Agreement (as defined in Section 2.7 below), the RCPS Subscriber (as defined in Section 2.7 below) shall have rights of first refusal to the Placement Shares in relation to the Proposed Private Placement. On 15 May 2025, YTB had obtained a waiver letter from the RCPS Subscriber, whereby it agreed to waive its rights of first refusal in respect of the Placement Shares.

As at the LPD, the RCPS Subscriber holds 3.03% in YTB. Based on the pro forma effects of the Proposed Private Placement as set out in Section 5.4 of this Circular, the RCPS Subscriber's shareholding is expected to be diluted to 2.33% under the Minimum Scenario or increase to 14.11% under the Maximum Scenario.

Accordingly, the Proposed Private Placement is not expected to result in non-compliance with Paragraph 8.02(1) of the Listing Requirements and our Company will continue to comply with the public shareholding spread requirement.

In accordance with Paragraph 6.04(c) and Paragraph 6.06 of the Listing Requirements, the Placement Shares will not be placed to the following parties:

- (i) Interested Persons;
- (ii) persons connected with Interested Persons; and
- (iii) nominee corporations, unless the names of the ultimate beneficiaries are disclosed.

2.4 Ranking of the Placement Shares

The Placement Shares shall, upon issuance and allotment, rank equally in all respects with the existing issued YTB Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid to the shareholders of YTB, for which the relevant entitlement date is prior to the date of allotment and issuance of the Placement Shares and the Placement Shares will be subject to all the provisions of the Constitution relating to transfer, transmission and otherwise.

2.5 Listing of and quotation for the Placement Shares

The Placement Shares will be listed and quoted on the Main Market of Bursa Securities. Bursa Securities has vide its letter dated 9 May 2025 approved the listing of and quotation for the Placement Shares on the Main Market of Bursa Securities, subject to the conditions as disclosed in Section 6 of this Circular.

2.6 Utilisation of proceeds

Pursuant to the Variation and based on the Indicative Issue Price of RM0.1790 per Placement Share, the Proposed Private Placement is expected to raise gross proceeds of up to RM33.00 million. The proceeds are intended to be utilised by YTB Group in the manner as follows:

Details of utilisation	Notes	Minimum Scenario	Maximum Scenario	#Expected time frame for utilisation of proceeds
		RM'000	RM'000	
Repayment of existing loan and borrowings	(1)	12,000	12,000	Within 12 months
Part financing of YTB Group's existing projects	(2)	4,800	8,500	Within 12 months
Working capital requirements	(3)	5,353	11,300	Within 12 months
Estimated expenses for the Proposed Private Placement	(4)	870	1,200	Within 6 months
Total		23,023	33,000	

Notes:

- # From the listing date of Placement Shares on the Main Market of Bursa Securities.
- (1) As at FYE 2024, the total borrowings of the Group are approximately RM188.26 million (including the term loan granted by Malayan Banking Berhad in relation to the construction of the Courtyard by Marriot Melaka hotel). YTB proposes to utilise up to approximately RM12.00 million of the proceeds to repay its term loans and bank overdraft with an effective average interest rate of 8.00% per annum. The repayment is expected to enable the Group to derive gross interest savings of approximately RM0.96 million per annum.
- (2) YTB intends to utilise proceeds of up to approximately RM8.50 million from the Proposed Private Placement for the payment of outstanding progress claims to main contractors and suppliers for the Group's existing projects while the remaining progress claims will be settled via internally generated funds. Details of the projects are as follows:

No.	Project name	Description	GDV	GDC	Commencement date/ Expected completion date	Percentage of completion as at the LPD
			RM (million)	RM (million)		
1.	The Apple and Courtyard by Marriott Melaka	2 blocks consist of 1 block of serviced apartment and a 5-star hotel	395.77	417.44	Completed	100.00%
2.	The Dawn	2 blocks of condominium hotel	242.82	224.27	February 2017 / 2nd quarter of 2027	25.00% ⁽ⁱ⁾

No.	Project name	Description	GDV RM (million)	GDC RM (million)	Commencement date/ Expected completion date	Percentage of completion as at the LPD
3.	Terra Square	Proposed development of mall and a 4-star hotel	762.70	590.06	4th quarter of 2024 / End of 2027	20.00%

Note:

- (i) The development of The Dawn commenced in 2017. As at the LPD, the piling works and construction of the 5-storey car park podium have been completed. However, the work progress of the project was delayed and disrupted by COVID-19 pandemic. Consequently, our Group decided to conserve its resources and prioritise the completion of The Apple and Courtyard by Marriott Melaka hotel and the Amber Cove project before resuming the development of The Dawn. On 8 April 2025, YTB Impression Sdn Bhd ("**YTBI**"), a wholly owned subsidiary of YTB had entered into a joint venture agreement with Taghill Land Sdn Bhd (formerly known as Ufuk Mercu Sdn Bhd) ("**Taghill Land**"), a wholly owned subsidiary of Taghill Holdings Berhad in which YTBI grants Taghill Land the exclusive rights to undertake and complete The Dawn project. Kindly refer to our announcement dated 8 April 2025 for further details on the joint venture agreement with Taghill Land.

As at the LPD, the amount owing by the Group to main contractors and suppliers for the above projects stands at RM45.67 million. We intend to utilise up to RM8.50 million of the proceeds from the Proposed Private Placement to partially settle these outstanding amount, pending the completion of the Proposed Disposal (as defined in Section 7 of this Circular). The partial settlement is intended as an interim measure to ease our Group's cash flow commitments while awaiting the inflow of funds from the Proposed Disposal. There is no fixed repayment period nor any additional interest imposed by the main contractors and suppliers.

The breakdown of allocation of proceeds for each project is as follows:

No.	Project name	Minimum Scenario RM'000	Maximum Scenario RM'000
(i)	The Apple and Courtyard by Marriott Melaka	3,300	5,500
(ii)	The Dawn	1,000	2,000
(iii)	Terra Square	500	1,000
Total		4,800	8,500

The proceeds from the Proposed Private Placement will be utilised based on the actual funding requirement of the respective projects at the time as well as the actual proceeds raised from the Proposed Private Placement. As such, the allocation of proceeds between each project shall be adjusted accordingly as and when required. Any shortfall in our Group's funding requirement for the projects are expected to be met via internally generated funds and bank borrowings, the breakdown of which has not been determined at this juncture.

In the event the actual expenses for the payment of outstanding progress claims to main contractors and suppliers for our Group's existing projects is lower than the allocated amount, the excess will be utilised for the working capital of our Group as mentioned in Section 2.6, Note (3) of this Circular, the breakdown of which cannot be determined at this juncture.

- (3) Our Group intends to utilise up to approximately RM11.30 million of the proceeds raised from the Proposed Private Placement to support our working capital requirements for our Group's day-to-day operations, the breakdown of which is as follows:

No.	Details	Minimum Scenario RM'000	Maximum Scenario RM'000
(i)	Staff salaries, allowances and other statutory payments such as personal income tax, EPF and SOCSO.	4,000	9,000
(ii)	Finance cost incurred on the Group's term loans and overdraft facilities	1,353	2,300
Total		5,353	11,300

Any deviation in the allocation for each component of the working capital as set out above will be adjusted to/from the other components.

- (4) The estimated expenses consist of fees payable to/for the relevant authorities, advisers and placement fees as well as other miscellaneous expenses to be incurred pursuant to the Proposed Private Placement.

No.	Details	Minimum Scenario RM'000	Maximum Scenario RM'000
(i)	Advisory and placement fees	770	1,100
(ii)	Others (fees to relevant authorities and miscellaneous)	100	100
Total		870	1,200

Any variation in the actual amount of expenses will be adjusted to/from the amount allocated for the working capital requirement.

The actual proceeds to be raised from the Proposed Private Placement are dependent on the issue price of the Placement Shares and actual number of Placement Shares issued. In the event that the actual proceeds raised from the Proposed Private Placement are lower, the actual proceeds raised will firstly be utilised for Note (4) followed by Note (1) and (2) of Section 2.6 above. The balance, if any, will be utilised for Note (3) above.

Pending full utilisation of the proceeds as aforementioned, our Company will place these proceeds (including accrued interest, if any) or the balance thereof in interest-bearing deposit accounts with licensed financial institution(s) or in short-term money market instruments. The interest derived from the deposits with financial institutions or any gains arising from the short-term money market instruments will be used for the working capital requirements of our Company.

2.7 Details of other equity fundraising exercises undertaken

Save as disclosed below, there are no other fundraising exercises undertaken by our Company in the past 5 years before the date of this Circular and up to the LPD and no other equity fundraising exercise undertaken of which proceeds raised have yet to be fully utilised.

Private Placement 2023

On 27 April 2023, M & A Securities had, on behalf of our Board announced that our Company proposed to undertake a private placement of up to 57,591,600 new Shares ("**Previous Placement Shares**") ("**Private Placement 2023**"). The Private Placement 2023 was undertaken in accordance with the general mandate pursuant to Sections 75 and 76 of the Act.

The Private Placement 2023 was deemed completed on 7 November 2024 upon the lapse of the implementation period as approved by Bursa Securities vide its letter dated 25 April 2024, whereby Bursa Securities had resolved to grant YTB a further extension of time until 7 November 2024 to implement the Private Placement 2023.

The Private Placement 2023 was completed with the listing of 22,300,000 and 16,300,000 Previous Placement Shares on the Main Market of Bursa Securities on 9 May 2024 and 21 June 2024, respectively, and raised total proceeds of approximately RM9.01 million.

The details and status of the utilisation of proceeds from the Private Placement 2023 as at the LPD are as follows:

Details	Proposed utilisation of proceeds RM'000	Actual proceeds raised* RM'000	Amount utilised RM'000	Balance to be utilised RM'000	Expected timeframe for utilisation of proceeds#
Development of the Impression City projects ⁽¹⁾	Up to 5,000	2,130	2,130	-	Within 12 months
Development of the Impression U-Thant project ⁽²⁾	Up to 5,000	2,672	2,672	-	Within 12 months
Working capital requirements ⁽³⁾	Up to 5,488	4,084	4,084	-	Within 12 months
Estimated expenses for the Private Placement 2023	Up to 350	125	125	-	Within 1 month
Total	Up to 15,838	9,011	9,011	-	

Notes:

* Raised via 2 tranches of Private Placement 2023 of 22,300,000 Previous Placement Shares at RM0.2250 per Share and 16,300,000 Previous Placement Shares at RM0.2450 per Share.

From the listing date of Previous Placement Shares.

- (1) Our Group had utilised RM2.13 million for the payment of progress claims to contractors, consultants and suppliers of Impression City projects.
- (2) Our Group had utilised RM2.67 million for the payment of progress claims to contractor, consultants and suppliers of Impression U-Thant project.
- (3) The breakdown of utilisation of proceeds for general working capital is as follows:

Details	RM'000
Staff salaries, allowances and other statutory payments such as personal income tax, EPF and SOCSO.	1,627
Finance cost incurred on the Group's term loans and overdraft facilities	2,457
Total	4,084

Private Placement 2020

On 7 December 2020, TA Securities Holdings Berhad had, on behalf of our Board, announced that our Company proposed to undertake a private placement of up to 230,049,000 new Shares ("**Previous Placement Share(s) 2020**"), representing approximately 20.00% of the total number of enlarged issued shares of our Company ("**Private Placement 2020**").

The Private Placement 2020 was undertaken in accordance with the general mandate pursuant to Sections 75 and 76 of the Act approved by our shareholders at our last annual general meeting on 23 November 2020.

The Private Placement 2020 was deemed completed on 5 May 2021. The Company had issued 224,400,000 Previous Placement Shares 2020 and raised approximately RM64.48 million from the Private Placement 2020.

As at the LPD, the utilisation of proceeds raised from the Private Placement 2020 are as set out below:

Utilisation of proceeds	Proposed utilisation of proceeds RM'000	Actual proceeds raised RM'000	Amount utilised RM'000	Balance to be utilised RM'000	Expected timeframe for utilisation of proceeds[#]
Development of the Impression City projects ⁽¹⁾	Up to 60,000	41,909	41,909	-	Within 18 months
Development of the Impression U-Thant project ⁽²⁾	Up to 15,000	9,671	9,671	-	Within 12 months
Working capital requirements ⁽³⁾	Up to 16,720	12,675	12,675	-	Within 12 months
Estimated expenses for the Private Placement 2020	Up to 300	220	220	-	Immediately
Total	Up to 92,020	64,475	64,475	-	

Notes:

From the completion of Previous Placement Shares 2020.

- (1) Earmarked for the payment of outstanding progress claims to main contractors and suppliers for our ongoing development within the Impression City project in Melaka including Amber Cove (a 36-storey serviced apartment) and The Dawn (a block of 28-storey condominium hotel and another block of 29-storey condominium hotel).

Our Group had utilised RM41.91 million for the payment of progress claims to contractors, consultants and suppliers of Impression City projects.

- (2) Earmarked for the payment of outstanding progress claims to main contractors and suppliers for the development of our ongoing residential project in Kuala Lumpur, namely Impression U-Thant (a block of 9-storey condominium)

Our Group had utilised RM9.67 million for the payment of progress claims to contractor, consultants and suppliers of Impression U-Thant project.

- (3) Our Group had utilised RM12.68 million for the payment of staff salaries and finance cost incurred on the Group's term loan and overdraft facilities.

- (4) Earmarked for the estimated expenses for the Private Placement 2020 including professional fee and fees to relevant authorities.

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RCPS

On 28 October 2021, YTB entered into a conditional subscription agreement with RHB Trustees Berhad as trustee for Areca Strategic Income Fund 7.0 ("RCPS Subscriber") in relation to the issuance of up to 180,000,000 new RCPS in YTB at an issue price of RM1.00 per RCPS ("RCPS Issuance") ("Subscriptio Agreement"). The RCPS Issuance entails the issuance of up to 180,000,000 RCPS at an issue price of RM1.00 per RCPS amounting to an aggregate principal amount of up to RM180.00 million to the RCPS Subscriber, subject to the terms and conditions as set out in the Subscription Agreement.

The RCPS will be issued in 9 tranches which consist of:

- (a) 240 equal sub-tranches of RM500,000 each over 6 tranches with a principal amount of RM20.00 million for each tranche (individually, the 6 tranches of RCPS shall be referred to as **Tranche 1, Tranche 2, Tranche 3, Tranche 4, Tranche 5 and Tranche 6**); and
- (b) 60 equal sub-tranches of RM1,000,000 each over the remaining 3 tranches with a principal amount of RM20.00 million for each tranche (individually, the 3 tranches of RCPS shall be referred to as **Tranche 7, Tranche 8 and Tranche 9**).

Bursa Securities had, vide its letter dated 16 November 2021 resolved to approve the listing and quotation of up to 687,322,522 new ordinary shares to be issued pursuant to the conversion of the RCPS. The shareholders of our Company had on 22 December 2021 approved the RCPS Issuance at an EGM convened on the even date. The first sub-tranche of Tranche 1 of the RCPS issuance of RM500,000 was completed on 17 January 2022. The issuance of new tranches of the RCPS cannot be determined at this juncture but in any event shall be prior to the maturity date of the Subscription Agreement (i.e. before 15 January 2027, being 1 market day immediately before the 5th anniversary of the issue date of the first sub-tranche of Tranche 1 of the RCPS).

Pursuant to the consolidation exercise undertaken by YTB which entails the consolidation of every 5 existing shares into 1 share which was completed on 1 August 2022, the balance of the maximum conversion shares was adjusted based on 5 conversion shares into 1 share and the MCP of the RCPS was adjusted from RM0.1000 to RM0.5000 ("**Adjusted MCP**") in accordance with the provisions of the Subscription Agreement.

The details and status of the RCPS Issuance are as follows:

	Total principal amount allowed for issue	Issued RCPS		RCPS converted to new Shares		RCPS redeemed		Outstanding RCPS		Unissued RCPS
		RM	No.	RM	No.	RM	No.	RM	No.	
Tranche 1	20,000,000	17,000,000	17,000,000	13,000,000	13,000,000	-	-	4,000,000	4,000,000	3,000,000
	(40 sub-tranches)									
Tranche 2	20,000,000	-	-	-	-	-	-	-	-	20,000,000
	(40 sub-tranches)									

	Total principal amount allowed for issue	Issued RCPS		RCPS converted to new Shares		RCPS redeemed		Outstanding RCPS		Unissued RCPS
		RM	No.	RM	No.	RM	No.	RM	No.	
Tranche 3	20,000,000 (40 sub-tranches)	-	-	-	-	-	-	-	-	20,000,000
Tranche 4	20,000,000 (40 sub-tranches)	-	-	-	-	-	-	-	-	20,000,000
Tranche 5	20,000,000 (40 sub-tranches)	-	-	-	-	-	-	-	-	20,000,000
Tranche 6	20,000,000 (40 sub-tranches)	-	-	-	-	-	-	-	-	20,000,000
Tranche 7	20,000,000 (20 sub-tranches)	-	-	-	-	-	-	-	-	20,000,000
Tranche 8	20,000,000 (20 sub-tranches)	-	-	-	-	-	-	-	-	20,000,000
Tranche 9	20,000,000 (20 sub-tranches)	-	-	-	-	-	-	-	-	20,000,000
Total	180,000,000	17,000,000	17,000,000	13,000,000	13,000,000	-	-	4,000,000	4,000,000	163,000,000

The details and status of the utilisation of proceeds from the RCPS Issuance are as follows:

No.	Purposes	Proposed utilisation		Actual proceeds raised	Actual utilisation	Expected timeframe for utilisation upon receipt
		Minimum Scenario	Maximum Scenario			
		RM'000	RM'000	RM'000	RM'000	
(i)	Part financing the developments within Impression City ⁽¹⁾	22,000	60,000	5,256	5,256	Within 36 months
(ii)	Part financing the development of the Courtyard by Marriott Melaka hotel ⁽²⁾	16,000	45,000	1,433	1,433	Within 12 months
(iii)	Future business projects ⁽³⁾	11,000	30,000	300	300	Within 24 months
(iv)	Part financing the cost in relation to the collaboration ⁽⁴⁾	9,000	25,000	-	-	Within 24 months
(v)	Working capital requirements ⁽⁵⁾	2,929	10,291	8,871	8,871	Within 6 months

No.	Purposes	Proposed utilisation		Actual proceeds raised	Actual utilisation	Expected timeframe for utilisation upon receipt
		Minimum Scenario	Maximum Scenario			
		RM'000	RM'000	RM'000	RM'000	
(vi)	Estimated expenses in relation to the RCPS Issuance ⁽⁶⁾	3,880	9,650	1,140	1,140	Within 60 months
Total		64,809	179,941	17,000	17,000	

Notes:

- (1) Earmarked for the funding of the Group's ongoing development within the Impression City project in Melaka including Amber Cove (a 36-storey serviced apartment), The Dawn (a block of 28-storey condominium hotel and another block of 29- storey condominium hotel) and Terra Square (a shopping mall and a 4-star hotel). As at the LPD, our Group had utilised RM5.26 million from the proceeds to fund the payment of outstanding progress claims, construction costs, regulatory fees, consultant and professional fees, project management fees as well as administrative costs relating to the said development.
- (2) Earmarked for the payment of progress claims to the main contractor and purchase of raw materials for the development of the hotel known as Courtyard by Marriott Melaka (a 16-storey, 5-star hotel located in Melaka with a gross floor area of 22,855 square metres and 284 units of hotel room), including repayment of term loan for the hotel block. As at the LPD, our Group had utilised RM1.43 million from the proceeds to partly finance the payment of progress claims to the main contractor and purchase of raw materials for the development of Courtyard by Marriott Melaka, including repayment of term loan for the hotel block.
- (3) Earmarked for the initial cost in relation to the gold mining operations pursuant to mining agreement dated 24 March 2021 entered into between YTB Land Sdn Bhd, Tengku Fahad Mua'adzam Shah ibni Almarhum Sultan Haji Ahmad Shah Al-Musta'in Billah and Amazing Logic Sdn Bhd to carry out exploration and exploitation works on an area covering 100.0 hectares (247.11 acres) located at Kawasan Bukit Kenderak, Mukim Hulu Jelai, Daerah Lipis, Pahang Darul Makmur ("**Mining Agreement**"). However, our Group had, on 13 April 2023, announced the termination of the Mining Agreement due to non-fulfilment of the condition precedent under the Mining Agreement. The amount of RM0.30 million was incurred for the preliminary cost on exploration work prior to the termination of the Mining Agreement.
- (4) Earmarked for the cost in relation to development and exclusive commercialisation of the COVID-19 inactivated vaccine developed by Beijing Minhai Biotechnology Co., Ltd., a wholly-owned subsidiary of Shenzhen Kangtai Biological Products Co. Ltd in Malaysia ("**Collaboration**"). As at the LPD, no proceeds have been utilised as our Group has decided not to pursue the Collaboration, given that Malaysia has achieved overall high vaccination rate. Accordingly, our Group decided to focus on our core businesses in property development and tourism.
- (5) Earmarked for the working capital requirements of the Group's day-to-day operations including staff remunerations, finance cost, office upkeep and administrative expenses. As at the LPD, our Group had utilised RM8.87 million from the allocated proceeds. The higher utilisation for working capital requirement was due to the reallocation of funds from other categories following the termination of the Mining Agreement and the decision not to pursue the Collaboration. The reallocation was also undertaken to address immediate operational and liquidity needs, ensuring sufficient cash flow for our ongoing business activities.

(6) Earmarked for the estimated expenses for the RCPS Issuance. The breakdown of utilisation of RM1.14 million from the proceeds is as follows:

Details	RM'000
Discount to the RCPS Subscriber*	850
Professional fees (i.e. adviser and due diligence solicitors), regulatory fees (i.e. Bursa Securities), printing, advertising and other miscellaneous expenses	290
Total	1,140

Note:

* Being discount amounting to 5.00% of the aggregate subscription price of the RCPS of RM17.00 million.

Subsequently, on 16 April 2025, we entered into a supplemental agreement to the Subscription Agreement with the RCPS Subscriber ("**Supplemental Agreement**") to revise the Adjusted MCP from RM0.5000 to RM0.1500 ("**Revised MCP**") ("**Proposed Variation of the MCP**"). Kindly refer to our announcement dated 16 April 2025 for further details of the Supplemental Agreement. The Revised MCP shall be applicable to all issued and unissued RCPS. Notwithstanding the Revised MCP, there will be no change to the adjusted maximum conversion shares and therefore, the balance of the adjusted maximum conversion shares will remain as 111,464,504. As at the LPD, a total balance of 4,000,000 RCPS remains outstanding, which has yet to be converted.

Pursuant to the Proposed Variation of the MCP as set out above and our announcement dated 16 April 2025, the proceeds to be raised based on the Revised MCP will be reduced to RM12.72 million, as compared to the proceeds to be raised as stated in the circular to shareholders of YTB dated 30 November 2021 of RM64.81 million (based on the initial MCP of RM0.1000). In addition, there will be changes to the remaining proceeds to be utilised following the Proposed Disposal, the termination of the Mining Agreement as well as the decision not to proceed further with the Collaboration. Accordingly, our Company proposes to vary the utilisation of proceeds to reflect the revised funding position and operational priorities. However, as at the date of this Circular, the Proposed Variation of the MCP and proposed variation of the utilisation of proceeds pursuant to the RCPS has yet to be completed (kindly refer to Section 7 of this Circular).

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3. RATIONALE FOR THE PROPOSED PRIVATE PLACEMENT

After due consideration of the various methods of fund raising, our Board is of the view that the Proposed Private Placement is currently the most appropriate avenue of fund raising due to the following reasons:

- (i) the Proposed Private Placement will enable our Group to raise funds expeditiously for the purposes as set out in Section 2.6 of this Circular and in a more cost-effective manner as opposed to other fund-raising options such as a pro-rata issuance of securities like a rights issue, which would typically entail a longer implementation process and will be significantly dependent on the market sentiment. Additionally, a rights issue will also require an underwriting arrangement or undertaking commitments from certain shareholders, in spite of the prevailing uncertain economic conditions;
- (ii) the Proposed Private Placement is expected to strengthen the shareholders equity and capital base of our Group;
- (iii) the Proposed Private Placement would provide an avenue for YTB to raise funds without increasing its gearing ratio as well as incurring interest cost as compared to bank borrowings and/or other interest-bearing debt instruments; and
- (iv) the Proposed Private Placement will improve the liquidity and financial flexibility of our Group by strengthening its financial position.

In addition to the above, our Board has also considered the dilutive impact arising from the Proposed Private Placement. After evaluating our Group's funding needs, the urgency of capital needs and prevailing market conditions, our Board is of the view that the Proposed Private Placement remains the most viable option. Other avenues such as bank borrowings would increase our Group's gearing level and result in higher finance costs, while a rights issue would require longer execution time, entail underwriting fees, and face uncertainties due to current market sentiment and lack of firm support from major shareholders. In contrast, the Proposed Private Placement allows our Company to raise funds expediently in tranches based on investor demand and prevailing market conditions. As such, our Board believes that the long-term strategic and financial benefits of the Proposed Private Placement outweigh the dilution impact to the existing shareholders of our Company. Accordingly, our Board is of the opinion that the Proposed Private Placement is in the best interest of our Company and its shareholders.

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4. INDUSTRY OVERVIEW, OUTLOOK AND PROSPECTS

4.1 Overview and outlook of the Malaysian economy

In 2024, Malaysia's economy is forecast to expand between 4.8% and 5.3%. Growth will be propelled by robust domestic demand and recovery in exports. Consumer spending is expected to remain resilient, supported by improvements in labour market conditions and vibrant tourism-related activities. Investment will be driven by new and ongoing projects by both the private and public sectors, supported by the implementation of key national policies and initiatives, including the National Energy Transition Roadmap and the New Industrial Master Plan 2030. From a sectoral perspective, the services and manufacturing sectors remain the primary engines of growth. Meanwhile, the construction sector is projected to achieve stellar performance, supported by a broad based expansion across all subsectors.

The growth in 2025 is projected between 4.5% and 5.5%, supported by a resilient external sector, benefitting from improved global trade and stronger demand for E&E goods, leveraging the country's strategic position within the semiconductor supply chain. Additionally, robust domestic demand, fuelled by strong private sector expenditure, will support the expansion, through continued implementation of key national master plans and ongoing initiatives. A pertinent initiative which is Government-linked Enterprises Activation and Reform Programme, will synergise efforts across government-linked entities to catalyse growth in high growth sectors, encompassing energy transition, advanced manufacturing, food security, healthcare, Islamic finance and biopharmaceuticals.

The potential investment from this initiative is expected to amount to RM120 billion over the span of five years. On the production side, most sectors are expected to expand, highlighting the resilience and agility of Malaysia's economy.

Malaysia's economy will remain on a positive growth trajectory in 2024, driven by strong economic performance, despite ongoing uncertainties in the external environment. In response to these challenges, the Government is committed to support the economy towards becoming a prosperous nation through prudent fiscal policy, promoting value-based investments, and ensuring a resilient agricultural ecosystem. Similarly, the Government continues to enhance the country's competitiveness by promoting technology advancement, adopting circular economy principles for resource efficiency, and improving quality governance that drives innovation-led competitiveness. The Government also remains committed in ensuring the rakyat benefits from the nation's wealth and prosperity through sustainable and inclusive growth by addressing the low-wage structure, investing in quality infrastructure, and managing the rising cost of living, that supports economic growth and social stability. Together, these efforts create solid fundamentals for sustainable development and national prosperity

The country's steady domestic demand and favourable external sector, coupled with the implementation of measures outlined in Budget 2025, will drive economic growth between 4.5% and 5.5% in 2025. Malaysia aspires to enhance its global competitiveness, improve the rakyat's quality of life, and ensure economic benefits are distributed across all segments of society. In achieving this, the Government will expand a green economy, develop quality infrastructure, enhance border security, promote regional trade and strengthen fiscal sustainability, while fortifying domestic industries through the promotion of broad-based technological advancements, productivity and competitiveness. Budget 2025 will focus on restructuring the economic foundation to continue driving growth, attracting quality investments, as well as advancing innovation and sustainability across all sectors. In parallel, the Government will prioritise efforts to enhance the rakyat's well-being by improving the social protection system, providing employment with meaningful wages and strengthening policies to facilitate equitable distribution of the nation's wealth. The Government remains optimistic that Budget 2025 will bring Malaysia closer to realising the vision of Ekonomi MADANI framework, supported by a whole-of-nation approach.

(Source: Economic Outlook 2025, Ministry of Finance)

4.2 Overview and outlook of the property industry in Malaysia

The property market performance recorded an increase in the first half of 2024. A total of 198,906 transactions worth RM105.65 billion were recorded, showing an increase of 8.0% in volume and 23.8% in value compared to H1 2023, which recorded 184,140 transactions worth RM85.37 billion. Of the total transactions, 63.9% (127,043 transactions) and 32.5% (64,725 transactions) were transfers dated in 2024 and 2023, respectively while the remaining percentage share was for prior years' transfers. Sectoral market activity performance showed upward movements. All subsectors recorded year-on-year growths in volume of transactions; residential (6.1%), commercial (22.4%), industrial (2.3%), agricultural (6.5%), and development land and others (12.1%).

Value of transactions recorded higher increase for all sub-sectors i.e. residential, commercial, industrial, agriculture and development land and others, each at 10.4%, 41.5%, 23.4%, 37.8% and 59.3% respectively. The residential sub-sector dominated the overall property market, with 61.3% contribution in volume. This was followed by agriculture (19.5%), commercial (10.9%), development land and others (6.4%) and industrial (1.9%). Similarly in value, residential took the lead with 46.8% share, followed by commercial (22.4%), industrial (12.8%), agriculture (9.2%) and development land and others (8.8%).

The performance of the property market in the first half of 2024 continue to improve, driven by stronger market activity, an improvement in market status, and encouraging construction activity. The strengthening of market activity was driven by a positive performance of transactions in all subsectors, supported by various initiatives outlined by the government under Budget 2024, including providing guarantees of up to RM10 billion under Skim Jaminan Kredit Perumahan (SJKP) and the extension of the stamp duty exemption period for property transfer documents for the purchase of first time home buyers valued at RM500,000 and below until December 2025.

The government has introduced several efforts and catalytic projects to drive the local economy while simultaneously stimulating the development of the property market. These include improving the flexibility of application requirements for the Malaysia My Second Home (MM2H) program, developing the Johor-Singapore Special Economic Zone (JS-SEZ), and establishing a Special Financial Zone in Forest City. Additionally, bolstering demands for property are positive, impact of developments such as the Rapid Transit Link (RTS) project in Johor, the East Coast Rail Link (ECRL), and the Pan Borneo Highway project in Sabah and Sarawak. The expansion of the e-commerce sector, major industrial projects in the Northern Region, and the New Industrial Master Plan (NIMP) 2030 are expected to promote the performance of the industrial property market as well as serves as a catalyst for a stronger property market

(Source: Property Market Report First Half 2024, Valuation and Property Services Department Malaysia, Ministry of Finance Malaysia)

4.3 Overview and outlook of the tourism industry in Malaysia

The services sector grew by 5.4% in the first half of 2024 and is poised to remain stable in the second half, driven by robust household spending coupled with vibrant tourism- and travel-related activities. Overall, the sector is projected to expand by 5.3% in 2024, with all subsectors recording positive growth. The external sector is expected to continue expanding in 2025, supported by steady global demand. Robust trade activities are projected to contribute to a surplus in the goods account, while the services account is anticipated to post a narrowing deficit attributed to vigorous tourism activities. The income accounts are forecast to continue recording net outflows resulting from a ramp-up in investment activities. Hence, the current account is projected to register a healthier surplus of RM49.1 billion or 2.4% of gross national income (GNI).

With the full recovery of the travel and tourism industry globally, Malaysia is poised to benefit from the anticipated influx of tourists. Budget 2025 will focus on upgrading facilities and systems at all entry ports in enhancing Malaysia's readiness to leverage the hosting numerous nationwide meetings, incentives, conferences and exhibitions (MICE) at both international and regional scales including the Malaysia's 2025 ASEAN Chairmanship and various 2025 visit state year programmes. The Government will also intensify efforts to promote Visit Malaysia Year 2026 through strategic advertising and promotional activities, as well as increase Malaysia's visibility at the World Expo. This will restore international tourist arrivals to the pre-pandemic period and reaffirm Malaysia's status as one of the top tourism destinations globally.

In diversifying the tourism industry further, the Government will capitalise on the Malaysia My Second Home (MM2H) programme to attract high-net worth foreign nationals to reside in Malaysia on a long-term basis. Enrolment will be facilitated through favourable conditions to encourage higher participation in this programme, targeting retirees, expatriates, medical tourists and foreign investors. The focus on MM2H will generate spillover effects to the domestic economy, particularly in the real estate, healthcare, and education, further strengthening Malaysia's standing as a preferred second home destination.

(Source: Economic Outlook 2025, Ministry of Finance)

4.4 Prospects of the YTB Group

Our Group is committed to expedite the completion of Impression U-Thant and the Dawn project which will strengthen our Group's financial position. Our Group will be diligent in devising its strategies in light of challenging market environment marked by high interest rates, ongoing inflation, and an oversupply of properties across various markets and segments. These strategies focus on advancing development projects for timely completion and introducing refreshed offerings to attract a diverse customer group.

Our Group will continue to explore development opportunities in high-growth locations such as Penang, Klang Valley and Johor.

Our Group is well positioned to capitalise on Malaysia's growth in the tourism industry, driven by initiatives and proactive measures by the Malaysian government, state government of Melaka and the Ministry of Tourism, Arts and Culture. As announced in the Budget 2025, the Malaysian government has earmarked RM550 million to enhance the tourism initiatives and activities ahead, including the host of the ASEAN meeting in January 2025 followed by Visit Malaysia Year 2026. The launch of the weekly Scoot Airline scheduled flight to Melaka and the weekly Genting Dream Cruise voyages involving the Singapore - Melaka route starting in November 2024 are expected to further drive tourism in Melaka. Since the resumption of operation in July 2024, our Encore Melaka Theatre has garnered positive reviews and accolades from local and foreign visitors alike, crediting its impressive show performance coupled with state-of-the-art theatre viewing experience. This has in turn translated into steady ticket sales for our Group.

Overall, our Group expects the business environment to remain challenging for FYE 2025. Nevertheless, with all the current business segments on the right track, our Group is cautiously optimistic about performance for FYE 2025. Our Group will also continue to seize any other business opportunities that may emerge in the near future.

(Source: Management of YTB)

4.5 Impact of the Proposed Private Placement and value creation to YTB and our shareholders

As set out in Section 2.6 of this Circular, the Proposed Private Placement will allow YTB Group to raise funds that are expected to contribute positively to our Group's future earnings potential.

In addition, the Proposed Private Placement will provide our Group with an opportunity to tap into the equity market to raise funds without incurring additional interest costs associated with bank borrowings, thereby minimising any potential cash outflow in respect of interest servicing costs and repayment of principal sums.

Furthermore, the additional working capital made available from the Proposed Private Placement will help to facilitate our Group's day-to-day operations as a whole by providing more flexibility in terms of cash flow management.

As illustrated in Section 5.2 of this Circular, the Proposed Private Placement is expected to enlarge the issued share capital of our Group and in turn increase our shareholder's equity and enhance our Group's overall financial position. Based on the audited financial statements for FYE 2024 and the Indicative Issue Price, the NA position of RM277.91 million and gearing level of 0.67 times of our Group are expected to improve to RM395.00 million and 0.44 times, respectively based on the Maximum Scenario, upon completion of the Proposed Private Placement.

However, the increase in the number of issued Shares pursuant to the Proposed Private Placement would result in the shareholdings of our Company's existing shareholders to be diluted. It may also dilute the EPS of our Group if the earnings of our Group do not increase in tandem with the increase in the number of YTB Shares issued pursuant to the Proposed Private Placement.

4.6 Adequacy of the Proposed Private Placement in addressing YTB's financial concerns

The Proposed Private Placement will enable our Group to improve the financial position of our Company, as illustrated in Section 5.2 of this Circular.

At this juncture, our Board is of the opinion that the Proposed Private Placement is adequate in addressing the immediate financial needs of our Group and ensure business continuity is not affected by cash flow constraints. However, it will not substantially turn around our Group's financial performance as our existing businesses being in the property industry may require periodic funding support for acquisition of new land banks, part financing the new development projects and for working capital purposes if our Group's businesses do not generate sufficient internal funds for such purposes. Moving forward, further fund raising exercises, either via equity, debt or otherwise, may be contemplated, as and when deemed required and necessary at that material point in time. The quantum and timing for any future fund-raising exercises unfortunately cannot be ascertained at this juncture.

Based on the above, our Group will continue to explore and evaluate other suitable funding options to support our Group's long term financial and funding requirements. In addition, our Company will continue to undertake more stringent cost control measure for our existing businesses to improve our Group's profitability levels, which include, but not limited to the close monitoring of the developments in the property industry and undertaking of conservative costing control strategies.

4.7 Historical financial information of our Group

The following table sets out a summary of the audited financial performance of our Group for FYE 2022 to FYE 2024, the unaudited FPE December 2023 ("FPE 2024"), and the unaudited FPE December 2024 ("FPE 2025"):

	Audited			Unaudited	
	FYE 2022	FYE 2023	FYE 2024	FPE 2024	FPE 2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	71,780	117,629	34,488	13,089	20,843
Cost of sales	(102,164)	(103,236)	(46,352)	(15,359)	(20,069)
Gross profit/(loss)	(30,384)	14,393	(11,864)	(2,270)	774
Other income	7,817	19,242	86,237	2,182	1,078
Administrative expenses	(7,162)	(7,443)	(8,928)	-	-
Distribution expenses	(573)	(975)	(317)	-	-
Other operating expenses	(316,434)	(21,727)	(48,549)	(3,257)	(4,800)
Operating (loss)/profit	(346,736)	3,490	16,579	(3,345)	(2,948)
Share of results from associate	-	-	-	-	(1)
Finance costs	(5,672)	(13,991)	(16,060)	(3,715)	(5,335)
Profit/(Loss) before taxation	(352,408)	(10,501)	519	(7,060)	(8,284)
Taxation	1,924	(6,114)	(102)	(207)	(241)
Profit/ (Loss) for the period from continuing	(350,484)	(16,615)	416	(7,267)	(8,525)
Profit/ (Loss) for the period from discontinued operations	-	(5,372)	6,009	1,010	4,724
Profit/(Loss) after taxation	(350,484)	(21,987)	6,425	(6,257)	(3,801)
Net profit/(loss) attributable to:					
Equity holders of the Company	(346,632)	(21,760)	6,463	(6,239)	(3,778)
Non-controlling interest	(3,852)	(227)	(38)	(18)	(23)
	(350,484)	(21,987)	6,425	(6,257)	(3,801)

Commentaries:

FYE 2023 vs FYE 2022

Our Group's revenue for FYE 2023 increased by RM45.85 million or 63.87% to RM117.63 million (FYE 2022: RM71.78 million). The increase in revenue was mainly due to the completion and handover of 838 units of Amber Cove serviced apartments, with GDV of RM262.00 million in October 2022, as well as sales from the completed property inventories, namely The Apple serviced apartments.

Correspondingly, our Group's loss after taxation for FYE 2023 decreased significantly by RM328.50 million or 93.73% to RM21.98 million (FYE 2022: RM350.48 million). The substantial reduction in loss was mainly attributable from the revenue contributions from Amber Cove and The Apple. The higher loss recorded in FYE 2022 was mainly due to the recognition of one-off impairment losses on our Group's hotel building, inventories and Encore Melaka-related intangible assets, as a result of the uncertain outlook for the tourism sector and rising inflation post pandemic economic uncertainty.

FYE 2024 vs FYE 2023

Our Group's revenue for FYE 2024 decreased by RM83.14 million or 70.68% to RM34.49 million (FYE 2022: RM117.63 million). The decrease in revenue was mainly due to lower revenue contributions from our Group's on-going development project, namely Impression U-Thant, as a results of slower construction progress following the completion of The Apple and Amber Cove projects

Notwithstanding the decrease in revenue from the property development segment, our Group's overall financial performance improved, recording a profit after taxation of RM6.43 million for FYE 2024 (FYE 2023: loss after taxation of RM21.98 million). The overall improvement was mainly driven by higher occupancy rates at Courtyard By Marriott Melaka hotel following its first full year of operations in FYE 2024, as well as the reversal of the previously recognised impairment loss on the hotel building. The reversal was made to reflect an upward revision in the estimated valuation of the hotel, based on the Proposed Disposal of Courtyard By Marriott Melaka hotel as announced on 31 July 2024 for a consideration of RM160.00 million (kindly refer to Section 7 of this Circular).

FPE 2025 vs FPE 2024

Our Group's revenue for FPE 2025 increased by RM7.75 million or 59.24% to RM20.84 million (FPE 2024: RM13.09 million). The increase in revenue was mainly due to progressive revenue contribution from Impression U-Thant project and ticket sales from Encore Melaka theatre following the resumptions of its daily show on 7 July 2024.

Our Group's loss after taxation for FPE 2025 had decreased by RM2.46 million or 39.25% to RM3.80 million (FPE 2024: RM6.26 million). The improved financial performance was mainly attributable to the continued performance of the Courtyard By Marriott Melaka hotel and increased revenue contributions from the Encore Melaka theatre, particularly during the year-end festive season.

5. EFFECTS OF THE PROPOSED PRIVATE PLACEMENT

5.1 Share capital

The pro forma effects of the Proposed Private Placement on the issued share capital of YTB are set out below:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	RM	No. of Shares	RM
Issued share capital as at the LPD	428,737,201	742,622,458	428,737,201	742,622,458
To be issued assuming full conversion of the ICPS	-	-	⁽¹⁾ 2,791,798	⁽¹⁾ 11,167,192
To be issued assuming full subscription and conversion of the RCPS	-	-	⁽²⁾ 111,464,504	⁽²⁾ 55,732,252
To be issued assuming full exercise of all outstanding Warrants	-	-	⁽³⁾ 71,523,013	⁽³⁾ 27,679,406
	428,737,201	742,622,458	614,516,516	837,201,308
To be issued pursuant to the Proposed Private Placement	⁽⁴⁾ 128,621,100	⁽⁵⁾ 22,153,177	⁽⁴⁾ 184,354,900	⁽⁵⁾ 31,799,527
Enlarged share capital	557,358,301	764,775,635	798,871,416	869,000,835

Notes:

- (1) Assuming the 13,958,993 outstanding ICPS as at the LPD will be fully converted into 2,791,798 new Shares at the conversion price of RM4.000 per Share.
- (2) Assuming the 55,732,252 RCPS will be subscribed and converted into 111,464,504 new Shares at the MCP of RM0.5000 per Share.
- (3) Assuming full exercise of the 71,523,013 outstanding Warrants at the exercise price of RM0.3870.
- (4) Based on the issuance of 128,621,100 and 184,354,900 Placement Shares under the Minimum Scenario and Maximum Scenario of the Proposed Private Placement, respectively, at the Indicative Issue Price.
- (5) After deducting estimated expenses of RM0.87 million and RM1.20 million in relation to the Proposed Private Placement under the Minimum Scenario and Maximum Scenario, respectively.

5.2 NA and gearing

For illustrative purpose, based on the audited consolidated balance sheet of YTB for the FYE 2024, the proforma effects of the Proposed Private Placement on the NA and gearing of YTB Group are shown as follows:

Minimum Scenario

		I	II
	Audited as at 30 June 2024	(1)After adjustment for subsequent event	(2)After (I) and the Proposed Private Placement
	RM	RM	RM
Share capital	740,663,258	742,622,458	⁽³⁾ 764,775,635
ICPS	11,247,995	11,167,195	11,167,195
RCPS	-	3,800,000	3,800,000
Accumulated losses	(470,165,949)	(470,165,949)	(470,165,949)
Equity attributable to equity holders of the Company	281,745,304	287,423,704	309,576,881
Non-controlling interest	(3,835,636)	(3,835,636)	(3,835,636)
Total Equity	277,909,668	283,588,068	305,741,245
No. of Shares	424,717,001	428,737,201	557,358,301
Borrowings	188,257,278	188,257,278	⁽⁹⁾ 176,257,278
NA per Share	0.66	0.67	0.56
Gearing (times)	0.67	0.65	0.57

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Maximum Scenario

		I	II	III
			(4)(5)(6) Assuming full subscription and/or exercise/ conversion of all outstanding convertible securities	(7) After (II) and the Proposed Private Placement
	Audited as at 30 June 2024	(1) After adjustment for subsequent event		
	RM	RM	RM	RM
Share capital	740,663,258	742,622,458	837,201,308	(8) 869,000,835
ICPS	11,247,995	11,167,195	-	-
RCPS	-	3,800,000	-	-
Accumulated losses	(470,165,949)	(470,165,949)	(470,165,949)	(470,165,949)
Equity attributable to equity holders of the Company	281,745,304	287,423,704	367,035,359	398,834,886
Non-controlling interest	(3,835,636)	(3,835,636)	(3,835,636)	(3,835,636)
Total Equity	277,909,668	283,588,068	363,199,723	394,999,250
No. of Shares	424,717,001	428,737,201	614,516,516	798,871,416
Borrowings	188,257,278	188,257,278	188,257,278	(9) 176,257,278
NA per Share	0.66	0.67	0.60	0.50
Gearing (times)	0.67	0.65	0.51	0.44

Notes:

- (1) After adjusting for the following:
 - (a) after adjusting for the conversion of 2,000,000 RCPS into 4,000,000 new Shares.
 - (b) after adjusting for the conversion of 101,000 ICPS into 20,200 new Shares.
 - (c) issuance of 4,000,000 RCPS at an issue price of RM1.00 per RCPS with principal amount of RM4,000,000 which remains outstanding as at the LPD.
- (2) Based on the issuance of 128,621,100 Placement Shares pursuant to the Proposed Private Placement at the Indicative Issue Price.
- (3) After incorporating estimated expenses of RM0.87 million in relation to the Proposed Private Placement under the Minimum Scenario.
- (4) Assuming the 13,958,993 outstanding ICPS will be fully converted into 2,791,798 new Shares at the conversion price of RM4.0000 per Share.
- (5) Assuming the 55,732,252 RCPS will be subscribed and converted into 111,464,504 new Shares at the MCP of RM0.5000 per Share.
- (6) Assuming full exercise of the 71,523,013 outstanding Warrants at the exercise price of RM0.3870.

- (7) Based on the issuance of 184,354,900 Placement Shares pursuant to the Proposed Private Placement at the Indicative Issue Price.
- (8) After incorporating estimated expenses of RM1.20 million in relation to the Proposed Private Placement under the Maximum Scenario.
- (9) After pare down the Group's existing loan and borrowings as at the LPD based on the proposed utilisation of proceeds under the Minimum Scenario and Maximum Scenario respectively.

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5.3 Earnings and EPS

The Proposed Private Placement is not expected to have any material effect on YTB Group's earnings and EPS for the FYE 2024. Save for the dilution in EPS as a result of the increase in the number of Shares to be issued pursuant to the Proposed Private Placement, the Proposed Private Placement is not expected to have any immediate material effect on the consolidated earnings of the Group. Nevertheless, the Proposed Private Placement is expected to contribute positively to the future earnings of YTB thereafter in view of the utilisation of proceeds as set out in Section 2.6 of this Circular.

For illustrative purposes, based on the latest audited consolidated financial statements of YTB for the FYE 2024, the proforma effects of the Proposed Private Placement on the earnings and EPS of the Group are set out below:

	Minimum Scenario			Maximum Scenario		
	PAT	No. of Shares	EPS	PAT	No. of Shares	EPS
	RM	unit	sen	RM	unit	sen
Audited as at 30 June 2024	6,424,709	424,717,001	1.51	6,424,709	424,717,001	1.51
As at the LPD ⁽¹⁾						
After full subscription and/or exercise/conversion of all outstanding convertible securities	6,424,709	428,737,201	1.50	6,424,709	428,737,201	1.50
After the Proposed Private Placement	-	-	-	6,424,709	⁽³⁾ 614,516,516	1.05
	6,424,709	⁽²⁾ 557,358,361	1.15	6,424,709	⁽⁴⁾ 798,871,416	0.80

Notes:

- (1) After adjusting for the following:
 - (a) after adjusting for the conversion of 2,000,000 RCPS into 4,000,000 new Shares.
 - (b) after adjusting for the conversion of 101,000 ICPS into 20,200 new Shares.
- (2) After the issuance of 128,621,100 Placement Shares pursuant to the Proposed Private Placement at the Indicative Issue Price.
- (3) Assuming the following:
 - (a) Assuming the 13,958,993 outstanding ICPS will be fully converted into 2,791,798 new Shares at the conversion price of RM4.0000 per Share.

- (b) Assuming the 55,732,252 RCPS will be subscribed and converted into 111,464,504 new Shares at the MCP of RM0.5000 per Share.
- (c) Assuming full exercise of the 71,523,013 outstanding Warrants at the exercise price of RM0.3870.
- (4) After the issuance of 184,354,900 Placement Shares pursuant to the Proposed Private Placement at the Indicative Issue Price.

5.4 Substantial shareholders' shareholdings

The pro forma effects of the Proposed Private Placement on the shareholdings of the existing substantial shareholders of YTB as at the LPD are as follows:

Substantial shareholders	(1) Existing as at the LPD				(2) After the Proposed Private Placement			
	Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
Datuk Wira Boo Kuang Loon	29,750	6.94	-	-	29,750	5.34	-	-
ICPS holders	-	-	-	-	-	-	-	-
RCPS Subscriber	13,000	3.03	-	-	13,000	2.33	-	-
Warrant holders	-	-	-	-	-	-	-	-
Proposed Private Placement's Placees, collectively	-	-	-	-	128,621	23.08	-	-

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Maximum Scenario

(I)				
(3) Assuming full subscription and/or exercise/conversion of all outstanding convertible securities				
(1) Existing as at the LPD				
Substantial shareholders	Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%
Datuk Wira Boo Kuang Loon	29,750	6.94	-	-
ICPS holders	-	-	-	-
RCPS Subscriber	13,000	3.03	-	-
Warrant holders	-	-	-	-
Proposed Placement's collectively	-	-	-	-
(II)				
(4) After (I) and the Proposed Private Placement				
Substantial shareholders	Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%
Datuk Wira Boo Kuang Loon	34,390	4.30	-	-
ICPS holders	2,792	0.35	-	-
RCPS Subscriber	112,715	14.11	-	-
Warrant holders	65,663	8.22	-	-
Proposed Placement's collectively	184,355	23.08	-	-

Notes:

- (1) Based on the existing issued shares of 428,737,201 Shares as at the LPD.
- (2) Based on the enlarged share capital of 557,358,301 Shares after the Proposed Private Placement under the Minimum Scenario.
- (3) Based on the enlarged share capital of 614,516,516 Shares assuming full subscription and/or exercise/conversion of all outstanding convertible securities.
- (4) Based on the enlarged share capital of 798,871,416 Shares after the Proposed Private Placement under the Maximum Scenario.

5.5 Convertible securities

Save for the ICPS, RCPS and Warrants as disclosed under Section 2 of this Circular, YTB does not have any other existing convertible securities.

For the avoidance of doubt, there will be no adjustment required pursuant to the Proposed Private Placement.

5.6 Dividends

The Proposed Private Placement will not have any effect on the dividend policy of our Company, if any. Future dividends to be declared by our Company will be dependent on, among others the future financial performance as well as cash position of our Group, after taking into consideration the working capital requirements, capital expenditures needed for future growth and business expansion.

6. APPROVALS REQUIRED

The Proposed Private Placement is subject to the approvals being obtained from the following:

- (i) Bursa Securities for the listing of and quotation for the Placement Shares on the Main Market of Bursa Securities which was obtained via its letter dated 9 May 2025, subject to the following conditions:

No.	Conditions	Status of compliance
1.	YTB and M & A Securities must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Private Placement;	To be complied
2.	YTB or M & A Securities to furnish Bursa Securities with the certified true copy of the resolution passed by the shareholders at the EGM approving the Proposed Private Placement;	To be complied
3.	YTB and M & A Securities to inform Bursa Securities upon the completion of the Proposed Private Placement;	To be complied
4.	YTB and M & A Securities to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Private Placement is completed;	To be complied

No.	Conditions	Status of compliance
5.	M & A Securities to furnish Bursa Securities with details of the placees in accordance with Paragraph 6.15 of the Listing Requirement for Bursa Securities' review, prior to the issuance/allotment of the new ordinary shares;	To be complied
6.	Payment of additional listing fee, if any, based on the final issue price together with a copy of the details of the computation of the amount of listing fees payable; and	To be complied
7.	To incorporate Bursa Securities' comments as provided in the attachment in respect of the draft Circular.	Complied

(ii) our shareholders at the forthcoming EGM to be convened.

The Proposed Private Placement is not conditional upon any other corporate exercise undertaken or to be undertaken by YTB.

7. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save as disclosed below and for the Proposed Private Placement (being subject to matters of this Circular), our Board confirms that there are no other outstanding proposals which have been announced but yet to be completed as at the date of this Circular.

Proposed Disposal

On behalf of our Board, M & A Securities had on 31 July 2024, announced to undertake the proposed disposal of a five-star hotel known as "**Courtyard by Marriott Melaka**" erected on a piece of freehold land held under Geran 62362, Lot No. 12015, Kawasan Bandar XXI, District of Melaka Tengah, State of Melaka ("**Hotel**") by Apple 99 Development Sdn Bhd ("**Apple 99**"), our wholly-owned subsidiary, to Southern Envoy Sdn Bhd vide a conditional sale and purchase agreement ("**SPA**") dated 31 July 2024 for a cash consideration of RM160,000,000 ("**Proposed Disposal**").

On 23 August 2024, our Board announced that Apple 99 has been served with a writ of summons and statement of claim dated 22 August 2024 filed by Kerjaya Prospek (M) Sdn Bhd ("**KP**"), in relation to the Hotel.

On 11 September 2024, M & A Securities had, on behalf of our Board, announced additional information in relation to the Proposed Disposal. YTB and Apple 99 have been advised by their solicitors that the claim by KP for, among others, specific performance of the settlement agreement dated 25 February 2020 entered into between Apple 99 and KP and the SPA does not appear to have any merits. KP's claim does not warrant the granting of any specific relief, but rather monetary relief, if any. At this preliminary stage, it is highly probable that Apple 99 will be successful in defending KP's claim for specific performance, and it is likely that such claim would be dismissed.

On 25 September 2024, M & A Securities announced on behalf of our Board that we have submitted an application to Bursa Securities for an extension of time of 6 months i.e. up to 29 March 2025 to submit the draft circular in relation to the Proposed Disposal to the relevant regulatory authorities ("**EOT Application**") in view of the legal dispute involving KP as announced on 11 September 2024.

Subsequently, on 7 October 2024, M & A Securities announced on behalf of our Company that Bursa Securities had, vide its letter dated 4 October 2024, after taking into consideration the relevant facts and circumstance, resolved to approve the EOT Application. Accordingly, our Company has been granted an extension of time up to 29 March 2025 to comply with Paragraph 9.33(1)(a) of the Listing Requirements for the submission of the draft circular in relation to the Proposed Disposal.

On 29 October 2024, M & A Securities announced on behalf of our Board that the parties to the SPA have mutually agreed to extend the conditional period of the SPA to 31 May 2025 to fulfil the condition precedents of the SPA.

On 11 March 2025, M & A Securities announced on behalf of our Board that we have submitted an application for further extension of time of 9 months up to 28 December 2025 to submit the draft circular in relation to the Proposed Disposal to Bursa Securities. ("**Further EOT Application**"). Subsequently, on 24 March 2025, M & A Securities announced on behalf of our Board that Bursa Securities had, vide its letter dated 21 March 2025, after taking into consideration the relevant facts and circumstance, resolved to approve the Further EOT Application. Accordingly, our Company has been granted an extension of time up to 28 December 2025 to comply with Paragraph 9.33(1)(a) of the Listing Requirements for the submission of the draft circular in relation to the Proposed Disposal.

On 10 April 2025, M & A Securities announced on behalf of our Board that the parties to the SPA have mutually agreed to further extend the conditional period of the SPA to 28 December 2025 to fulfil the condition precedents of the SPA.

At this juncture, the above legal dispute is still on-going. In this respect, our Board envisages making the necessary announcement to the Bursa Securities with regards to the development of the Proposed Disposal in due course.

Proposed Joint Venture

Our Board had announced that on 8 April 2025, YTBI, our wholly-owned subsidiary has entered into Joint Venture Agreement with Taghill Land, a wholly-owned subsidiary of Taghill Holdings Berhad for the proposed joint venture in which YTBI grants Taghill Land the exclusive rights to undertake the development of 2 block of serviced suites with a total of 648 units, known as The Dawn @ Impression City Melaka, located on part of a parcel of leasehold land bearing the master title No. PN 63119, Lot 15001, located at Kawasan Bandar XLIV, District of Melaka Tengah, State of Melaka, measuring approximately 2.02 hectares ("**Proposed Joint Venture**").

Multiple Proposals

Mercury Securities Sdn Bhd had on 16 April 2025 announced on behalf of our Board that we propose to undertake the following proposals:

- (i) Proposed Variation of the MCP;
 - (ii) Proposed variation of the utilisation of proceeds pursuant to the RCPS; and
 - (iii) Proposed reduction of the issued share capital of YTB pursuant to Section 116 of the Act;
- (collectively referred to as "**Multiple Proposals**").

8. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of our Directors, major shareholders, chief executive and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Private Placement.

9. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board after having considered all aspects of the Proposed Private Placement including, but not limited to the proposed utilisation of proceeds, rationale, and the effects of the Proposed Private Placement as set out in Sections 2.6, 3 and 5 of this Circular, respectively, is of the opinion that the Proposed Private Placement is in the best interest of YTB and our shareholders. Accordingly, our Board recommends that you **VOTE IN FAVOUR** of the resolution pertaining to the Proposed Private Placement to be tabled at the forthcoming EGM.

10. PRINCIPAL ADVISER AND PLACEMENT AGENT

M & A Securities has been appointed as the principal adviser and placement agent to our Company for the Proposed Private Placement.

11. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all relevant approvals being obtained by us, the Proposed Private Placement is expected to be completed by 3rd quarter of 2025.

On the assumption that the Proposed Private Placement is to be completed in 1 tranche, the tentative timetable in relation to the Proposed Private Placement is as follows:

Date	Events
12 June 2025	EGM to approve the Proposed Private Placement
3rd quarter of 2025	Listing of and quotation for the Placement Shares and completion of the Proposed Private Placement

12. EGM

The EGM, the notice of which is enclosed together with this Circular, will be held at Encore Melaka - Admiral Hall, No. 3, Jalan KSB – Impression 8, Impression City @ Kota Syahbandar, 75200 Melaka on Thursday, 12 June 2025 at 10.30 a.m., or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions so as to give effect to the Proposed Private Placement.

If you are unable to attend and vote in person at the EGM, you may complete and return the relevant Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the Registered Office of YTB, not later than 48 hours before the date and time fixed for the EGM or any adjournment thereof. The lodging of the Proxy Form will not, however, preclude you from attending the EGM and voting in person should you subsequently wish to do so.

13. FURTHER INFORMATION

Shareholders are advised to refer to the Appendix I set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of Directors of
YONG TAI BERHAD

DATO' INDERA SYED NORULZAMAN BIN SYED KAMARULZAMAN
Independent Non-Executive Chairman

APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board who individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirms 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 contained in this Circular false and misleading.

2. CONSENTS AND CONFLICT OF INTERESTS

M & A Securities, being the Principal Adviser and Placement Agent for the Proposed Private Placement, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references in the form and context in which they appear in this Circular.

M & A Securities is not aware of any situation which would likely to give rise to a possible conflict of interest in relation to their role as the Principal Adviser and Placement Agent for the Proposed Private Placement.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, as at the LPD, our Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware and does not have any knowledge of any proceedings pending or threatened against our Group, or of any facts likely to give rise to any proceedings, which might materially and adversely affect the financial position or business of our Group:

(a) **Kuala Lumpur Sessions Court civil suit no. WA-B52-38-05/2024 Zainal Abidin Bin Mohamed & Afrozapin Network Sdn Bhd (as plaintiffs) v PTS Impression Sdn Bhd ("PTS") (as defendant)**

Kuala Lumpur High Court (Appellate Jurisdiction) civil appeal no.: WA-12ANCvC-191-11/2024 Zainal Abidin bin Mohamed & Afrozapin Network Sdn Bhd (as appellants) and PTS (as respondent)

On 20 May 2024, the plaintiffs filed a writ endorsed with a statement of claim against PTS for defamation, passing off the goodwill and reputation of Zainal Abidin bin Mohamed, claiming against PTS for –

- (1) an injunction to restrain PTS from using the image, reputation, and goodwill of Zainal Abidin bin Mohamed to promote Encore Melaka, whether by themselves, through their employees or agents, or in any manner whatsoever;
- (2) an injunction to restrain PTS from publishing or causing the publication of defamatory statements against Zainal Abidin bin Mohamed through any platform, whether by themselves, through their employees or agents, or in any manner whatsoever;
- (3) general damages to be assessed by the honourable court;
- (4) an apology statement by PTS to the plaintiffs in such terms and form acceptable by the plaintiffs across all social media platforms used by PTS in respect of defamatory statement made by PTS through its Encore Melaka Instagram account;
- (5) exemplary damages to be assessed by the honourable court;
- (6) interest at the rate of 5% per annum on paragraphs (3) and (5) above from the filing date of the suit until the date of full settlement by PTS;
- (7) cost of the action; and

(8) further and/or other relief that the court deems just and equitable.

On 3 July 2024, PTS had filed an interlocutory striking out application based on the grounds that the plaintiffs' claim discloses no reasonable cause of action and/or it is scandalous, frivolous or vexatious and/or it may prejudice, embarrass or delay the fair trial of the action and/or it is an abuse of the process of the court.

Pursuant to the Sessions Court order dated 18 October 2024, the writ and statement of claim filed by the plaintiffs on 20 May 2024 are dismissed and the plaintiffs' action is struck out with cost of RM3,000.00 to be paid by the plaintiffs to PTS.

On 29 October 2024, plaintiffs had filed a notice of appeal, to appeal against the decision of the Sessions Court dated 18 October 2024. The hearing for the appeal has been fixed on 27 May 2025.

The solicitors in charge of this case are of the view that both parties have an equal probability of success in view that it is a rehearing.

(b) Shah Alam High Court civil suit no. BA-22NCvC-340-08/2024 KP (as plaintiff) v Apple 99 (as defendant) ("Suit 340")

On 22 August 2024, KP filed a writ endorsed with a statement of claim against Apple 99, claiming against Apple 99 for amongst others –

- (1) an order for specific performance of a settlement agreement entered into between Apple 99 and KP on 25 February 2020 ("**Settlement Agreement**");
- (2) alternatively, and only in the event that the honourable court deems specific performance to be an unsuitable remedy (which is denied), an order that the defendant be required to pay to the plaintiff a sum of RM105,135,885.20 or such other sum as may be determined by the honourable court being the outstanding residual contract sum owing by Apple 99 to KP pursuant to a letter of award dated 30 August 2016 issued by Apple 99 to KP; and
- (3) an order for Apple 99 to pay interest to KP at Maybank base lending rate + 1% on the outstanding residual contract sum of RM105,135,885.20 calculated from 18 December 2021 (or such other date as may be determined by the court) until the date of full realisation, to be assessed by the court.

On 11 October 2024, a statement of defence and counterclaim has been filed by Apple 99 to deny the claims made by KP and praying for the plaintiff's statement of claim to be dismissed with costs. Apple 99 counterclaimed against KP for –

- (1) an order and/or declaration that the supplementary agreement dated 12 April 2023 to the Settlement Agreement entered into between Apple 99 and KP ("**Supplementary Agreement**"), whereby both parties agreed to release and forever acquit and discharge each other from any and/or all claims of any kind whatsoever is valid and binding;
- (2) an order and/or declaration that the rights of KP and Apple 99 pursuant to the Settlement Agreement had been varied and/or superseded in accordance with the terms of the Supplementary Agreement;
- (3) an order and/or declaration that the notice of demand vide KP's letter dated 18 December 2023 was issued in breach of the terms of the Supplementary Agreement and is hence invalid and/or void;
- (4) pursuant to paragraphs (1), (2) and (3) above, an order that KP pay to Apple 99 the sum of RM6,271,293.08 being the amount that KP has failed, omitted and/or neglected to complete and rectify the outstanding contract works;
- (5) in the alternative to paragraphs (1), (2) and (3) above, an order and/or declaration that the Settlement Agreement had been validly terminated by a

APPENDIX I – FURTHER INFORMATION (Cont'd)

- notice of termination dated 24 March 2023 issued by Apple 99 to KP on the ground of fundamental breach of obligations and/or non-compliance by KP;
- (6) pursuant to paragraph (5) above, an order and/or declaration that the notice of demand vide KP's letter dated 18 December 2023 is invalid and/or void;
 - (7) pursuant to paragraphs (5) and (6) above, an order that KP pay to Apple 99 –
 - (i) the sum of RM497,301.00 being the loss and/or expenses incurred by Apple 99 as a result of the delay in completion of the works related to the Apple Premier Suites Melaka;
 - (ii) the sum of RM49,612,160.78 being the loss and/or expenses incurred by Apple 99 as a result of the delay in completion of the works related to the Courtyard by Marriott Melaka;
 - (iii) the sum of RM5,144,745.36 being the loss and/or expenses incurred by Apple 99 due to reparation works necessitated by the failure of the plaintiff to procure cessation insurance;
 - (iv) the sum of RM2,318,040.00 being the loss and/or expenses incurred by Apple 99 due to the failure of KP to perform and complete the works; and
 - (v) the sum of RM1,116,881.65 being the loss and/or expenses incurred by Apple 99 in relation to the payment of utility bills to service providers.
 - (8) pursuant to paragraphs (5) and (6) above, an order and/or declaration that the sum of RM17,929,703.94 be deducted from the amount due and payable pursuant to works that had been omitted from KP's scope of works;
 - (9) pursuant to paragraphs (5) and (6) above, an order that KP pay to Apple 99 damages for loss of reputation and goodwill, to be assessed;
 - (10) costs on solicitors and client basis;
 - (11) interest; and
 - (12) such further and/or other reliefs that the court deems fit.

On 26 November 2024, KP filed a statement in reply and defence to the counterclaim, denying the claims made by Apple 99 and praying for Apple 99's counterclaim to be dismissed with costs.

The matter is currently fixed for trial on 1 October 2025 to 3 October 2025. A case management date is fixed before the judge on 17 September 2025.

The solicitors in charge of this case are of the view that KP is unlikely to obtain specific performance of the Settlement Agreement and it is highly probable that Apple 99 would be successful in having the same dismissed. Further, the solicitors are also of the view that Apple 99 stands a reasonable chance in dismissing the plaintiff's claim on the basis that the Supplementary Agreement supersedes the Settlement Agreement and that the notice of demand issued by KP is invalid and/or void.

(c) In the matter of an adjudication between KP (as claimant) and Apple 99 (as respondent) pursuant to the Construction Industry Payment and Adjudication Act 2012 ("CIPAA")

Concurrent with Suit 340, KP's solicitors had on its behalf served a notice dated 11 November 2024 to the respondent claiming *inter alia* the sum of RM105,135,885.20 together with the interest due of RM12,917,792.09 totalling RM118,053,677.29, being the sum due and owing by Apple 99 to KP pursuant to the Settlement Agreement. In addition, KP also seeks for the costs and interest to continue to accrue in the event the claim is referred to an adjudication proceeding.

KP filed a notice of adjudication dated 27 November 2024 pursuant to sections 7 and 8 of the CIPAA, claiming against Apple 99 for –

- (1) outstanding residual contract sum of RM105,135,885.20;

APPENDIX I – FURTHER INFORMATION (Cont'd)

- (2) outstanding interests of RM12,917,792.09;
- (3) interests;
- (4) costs; and
- (5) any other and further reliefs deemed appropriate by the adjudicator.

Apple 99 had proposed Mr. Aniz Ahmad Amirudin of Messrs Cecil Abraham & Partners as the adjudicator to determine the dispute. However, KP is not agreeable with Apple 99's proposal. In accordance with section 21(b)(i) of the CIPAA, the claimant had on 6 January 2025 made a request for the appointment of an adjudicator by the Director of the Asian International Arbitration Center ("AIAC"). The Director of the AIAC had appointed Mr. Kuhendran Thanapalasingam of Zul Rafique & Partners as the adjudicator by way of a letter of appointment dated 9 January 2025.

KP has served an adjudication claim dated 7 February 2025 and Apple 99 has filed its adjudication response on 24 February 2025. In accordance with the provisions of CIPAA, the adjudicator will be rendering a decision within 45 working days thereof.

On 9 May 2025, the adjudicator delivered the adjudication decision, wherein it was determined that Apple 99 shall –

- (1) pay to KP the sum of RM75,460,851.16;
- (2) pay to KP the interest on the sum of RM75,460,851.16 at the base lending rate published by Malayan Banking Berhad and 1% per annum from 11 November 2024 until the date of the adjudication decision of 9 May 2025;
- (3) pay the sum of RM75,460,851.16 and interest within 14 days from the date of the adjudication decision and thereafter shall pay interest on the said sum at the base lending rate published by Malayan Banking Berhad and 1% per annum from the date of the adjudication decision until the date of payment;
- (4) within 14 days from the date of the adjudication decision pay to KP the KP's costs in the sum of RM108,702.00;
- (5) pay and bear the adjudicator's fees and expenses in the sum of RM90,790.20 and AIAC's administrative fees and tax in the sum of RM19,356.84 and to the extent that KP has paid any part thereof, Apple 99 shall within 14 days from the date of the adjudication decision reimburse KP with that paid amount; and
- (6) pay the above sums by way of banker cheque or bank transfer.

As at the LPD, Apple 99 is seeking legal advice regarding, amongst others, Apple 99's right to apply to set aside the adjudication decision pursuant to section 15 of the CIPAA 2012 and right to apply for a stay of the adjudication decision pursuant to section 16 of the CIPAA 2012.

(d) Shah Alam High Court civil suit no. BA-22NCvC-400-10/2024 KP (as plaintiff) v YTB (as first defendant) and Boo Kuang Loon (as second defendant) (collectively referred to as the defendants)

On 4 October 2024, KP filed a writ endorsed with a statement of claim against the defendants in relation to the guarantees provided by them respectively in respect of the Settlement Agreement, claiming against the defendants for –

- (1) subject and without prejudice to KP's claim under Suit 340, an order for the defendants to jointly and/or severally pay the outstanding residual contract sum of RM105,135,885.20 or such other amount as may be determined by the honourable court;
- (2) interest;
- (3) costs; and
- (4) further or other reliefs as the court deems fit and proper.

APPENDIX I – FURTHER INFORMATION (Cont'd)

On 14 November 2024, a statement of defence and counterclaim has been filed by YTB to deny the claims made by KP and counterclaims against KP for –

- (1) an order and/or declaration that the notice of demand issued by KP to YTB on 28 August 2024 is invalid;
- (2) an order that KP's suit is without reasonable basis;
- (3) YTB's damages are assessed and paid by the plaintiff;
- (4) costs on a full indemnity basis; and
- (5) further or other reliefs as the court deems fit.

The pleading of the suit has been closed and the matter is fixed for case management on 6 March 2025. The solicitors in charge of this case are of the view that the suit has no merits and that the counterclaim would prevail.

On 11 March 2025, KP has served on the solicitors representing YTB, an application seeking an order for consolidation of the suit with Suit 340, premised *inter alia* that both suits involve identical issues and subject matter. On 25 March 2025, the court directed that the said application be fixed for hearing on 5 June 2025. YTB has no objection to KP's application for consolidation of both suits. The parties have requested for an earlier date from the court to record a consent judgement in respect of the consolidation application.

Accordingly, both suits have been consolidated pursuant to the consent order dated 2 May 2025. The solicitors are awaiting further directions from the court in the next case management which is fixed on 26 May 2025.

(e) Shah Alam High Court civil suit no. BA-22NCvC-276-07/2024 Sheng Tai Impression Sdn Bhd ("STI") (as plaintiff) v YTB (as defendant)

On 21 July 2024, STI filed an amended writ endorsed with an amended statement of claim against YTB claiming for –

- (1) an outstanding sum of RM6,225,498.31 to be paid by YTB to STI;
- (2) pre-judgement interest on the amount claimed at paragraph (1) above at the rate of 5% per annum from 26 June 2024 until the date of judgement;
- (3) post-judgment interest on the amount claimed at paragraph (1) above at the rate of 5% per annum from the date of judgement until the date of full settlement;
- (4) all costs of the action to be paid by YTB to STI, including the costs of STI's solicitors on a client solicitor basis; and
- (5) any other relief that the court deems fit and proper.

On 4 September 2024, a statement of defence and counterclaim has been filed by the defendant to deny the claims made by the plaintiff and counterclaims against STI, Leong Sir Ley (who was a director of YTB at the time the amended statement of claim was filed) and See Tai Soon (who was an executive director cum finance director of YTB and director of Apple 99). YTB stated that there was a series of transactions from STI in favour of YTB and/or its subsidiaries as well as a series of transactions from YTB and/or its subsidiaries in favour of STI ("**Impugned Transactions**") which Leong Sir Ley and See Tai Soon had failed to, *inter alia* –

- (1) issue board papers to inform and/or explain to the board of directors and/or management pertaining to the Impugned Transactions;
- (2) seeking approval for the Impugned Transactions; and
- (3) disclose their positions in STI, resulting in a position of conflict through self-dealing.

APPENDIX I – FURTHER INFORMATION (Cont'd)

As a result, Leong Sir Ley and See Tai Soon had caused YTB to enter into an unconscionable bargain with STI and STI's statement of claim should therefore be dismissed as of right.

YTB counterclaims against STI, Leong Sir Ley and See Tai Soon for –

- (1) an order and/or declaration that Leong Sir Ley and See Tai Soon in failing, omitting and/or neglecting to disclose their direct and/or indirect interest in STI were in breach of fiduciary, statutory and/or common law duties owed to YTB in relation to the transactions between STI and YTB;
- (2) pursuant to paragraph (1), an order and/or declaration that the Impugned Transactions are voidable by virtue of the breach of directors' duties;
- (3) pursuant to paragraph (1), an order that Leong Sir Ley and See Tai Soon do pay to YTB all costs, losses and expenses connected to and/or arising from the Impugned Transactions;
- (4) pursuant to paragraph (1), an order that Leong Sir Ley and See Tai Soon do pay to YTB exemplary damages to be assessed by the honourable court;
- (5) costs on solicitors and client basis; and
- (6) such further and/or other relief that the court deems fit.

Alternatively, YTB counterclaims against STI as follows:

- (1) an order and/or declaration that the Impugned Transactions were induced by undue influence from STI through Leong Sir Ley and See Tai Soon;
- (2) pursuant to paragraph (1), an order and/or declaration that the Impugned Transactions are voidable by virtue of undue influence; and
- (3) pursuant to paragraph (2), an order and/or declaration that the Impugned Transactions be set aside absolutely and/or that any benefit which may have been received by YTB be returned to STI in equal instalments of 12 months and/or on terms and conditions that the honourable court deems fit pursuant to section 20 of the Contracts Act 1950.

On 20 September 2024, STI filed a reply to the statement of defence and counterclaim of YTB, denying each and every statement of fact.

On 13 October 2024, Leong Sir Ley and See Tai Soon filed a statement of defence against the counterclaim, denying all the claims made by YTB. On 14 November 2024, YTB filed its reply to the defence of counterclaim of Leong Sir Ley and See Tai Soon, YTB denies each and every averment and allegation contained in the defence and prays that judgement be entered against Leong Sir Ley and/or See Tai Soon premised on the defence and counterclaim with costs on solicitors and client basis.

Subsequently, STI filed a notice of application on 30 September 2024 for summary judgement pursuant to Order 14 of the Rules of Court 2012. Affidavits have been exhausted and parties have filed their respective submissions. On 13 February 2025, STI's application was dismissed by the court. The matter is currently fixed for trial on 20 July 2026 to 24 July 2026 and 27 July 2026 to 29 July 2026.

The solicitors in charge of this case are of the view that YTB stands a reasonable chance in dismissing the claim outright on the basis that the alleged outstanding sum is the result of an unconscionable bargain due to the positions and/or control of Leong Sir Ley and See Tai Soon over YTB at the material time.

APPENDIX I – FURTHER INFORMATION (Cont'd)

4. MATERIAL COMMITMENTS

As at the LPD, the Board is not aware of any material commitments contracted or known to be contracted by YTB Group, that is likely to have an impact on YTB Group's profits or NA upon becoming enforceable.

5. CONTINGENT LIABILITIES

As at the LPD, the Board is not aware of any contingent liabilities incurred or known to be incurred by YTB Group, which upon becoming enforceable, may have a material impact in the ability of YTB Group to meet the obligations as and when they fall due.

6. HISTORICAL SHARE PRICES

	High	Low
	RM	RM
<u>2024</u>		
May	0.2600	0.2300
June	0.4250	0.2300
July	0.4200	0.2850
August	0.3350	0.2000
September	0.2800	0.2250
October	0.2350	0.2100
November	0.2250	0.1900
December	0.2000	0.1800
<u>2025</u>		
January	0.2200	0.1750
February	0.1950	0.1550
March	0.1750	0.1350
April	0.2400	0.1200
The last transacted market price of YTB Shares on 30 July 2024, being the date immediately prior to the date of the announcement of the Proposed Private Placement on 31 July 2024		0.3150
Last transacted market price on LPD		0.2050

(Source: M & A Securities)

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office at B-25-2, Block B, Jaya One, No. 72A, Jalan Prof Diraja Ungku Aziz, 46200 Petaling Jaya, Selangor Darul Ehsan, during normal business hours from Mondays to Fridays (except public holidays), from the date of this Circular up to and including the date of the EGM:

- (a) our Constitution;
- (b) the audited consolidated financial statements of YTB for the past 2 financial years up to FYE 2024 and the unaudited quarterly report of YTB for financial period ended 31 December 2024;
- (c) the letter of consent referred to in Section 2 of this Appendix I; and
- (d) relevant cause papers in respect of the material litigation of our Group referred to in Section 3 of this Appendix I.

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YONG TAI

永大集团

YONG TAI BERHAD

[Registration No. 199401025505 (311186-T)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Yong Tai Berhad ("**YTB**" or the "**Company**") will be held at Encore Melaka - Admiral Hall, No. 3, Jalan KSB – Impression 8, Impression City @ Kota Syahbandar, 75200 Melaka on Thursday, 12 June 2025 at 10.30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, to pass the following resolutions:

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 30.00% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN YTB ("PROPOSED PRIVATE PLACEMENT")

"THAT subject to the passing of Ordinary Resolution and subject to all approvals being obtained from the relevant authorities and/ or parties, approval be and is hereby given to the Board of Directors of YTB ("**Board**") to issue and allot up to 184,354,900 new ordinary shares in the Company ("**YTB Share(s)**" or "**Share(s)**"), representing approximately 30.00% of the enlarged total number of issued shares of YTB ("**Placement Share(s)**") to independent third-party investor(s) to be identified later at an issue price to be determined later by the Board ("**Price Fixing Date**") upon such terms and conditions as disclosed in the Circular to the shareholders of the Company dated 28 May 2025 ("**Circular**").

THAT, pursuant to Section 85 of the Companies Act, 2016 read together with Clauses 5 and 50 of the Constitution of the Company, approval be hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new Shares ranking equally to the existing issued YTB Shares arising from any allotment and issuance of new Shares pursuant to the Proposed Private Placement.

THAT the issue price of the Placement Shares will be determined based on a discount of not more than 10.00% to the 5-day volume-weighted average market price of the Shares up to and including the last trading day immediately preceding the Price-Fixing Date.

THAT the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/ or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

THAT such Placement Shares will, upon allotment and issuance, rank equally in all respects with the existing YTB Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the Placement Shares.

THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/ or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the best interest of the Company and to take such steps as they may deem appropriate, necessary and/ or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.

AND THAT this resolution constitute a specific approval for the issuance of securities in the Company contemplated herein and shall continue to be in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement."

**BY ORDER OF THE BOARD
YONG TAI BERHAD**

LEE CHIN WEN (MAICSA 7061168) (SSM PC No. 202008001901)
WONG YOUN KIM (MAICSA 7018778) (SSM PC No. 201908000410)
Company Secretaries

Selangor Darul Ehsan
28 May 2025

Notes:

- (1) Pursuant to Section 85(1) of the Companies Act, 2016 read together with Clauses 5 and 50 of the Constitution of the Company, the existing shareholders of the Company have pre-emptive rights to be offered with new shares which will rank equally to the existing Shares issued by the Company. Section 85(1) of the Companies Act, 2016 provides that:

"Subject to the Constitution, where a Company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Clauses 5 and 50 of the Constitution of the Company states that:

Clause 5

"Without prejudice to any special rights previously conferred on the holders of any existing Shares or class of Shares, and subject to the provisions of these Articles and the Act and to the provisions of any resolution of the Company, Shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such Shares to such persons, on such terms and conditions and either at a premium or at par or at a discount with such preferred, deferred or other special rights, and subject to such restrictions and at such time as the Directors may determine but the Directors in making any issue of Shares shall comply with the following conditions:

- (a) no shares shall be issued at a discount;*
- (b) in the case of Shares, other than ordinary Shares, no special rights shall be attached until the same have been expressed in these Constitution;*
- (c) no issue of Shares shall be made which will have the effect of transferring a controlling interest in the Company without the prior approval of the Shareholders of the Company in general meeting;*
- (d) no Director shall participate in a shares scheme for employees unless the Shareholders in general meeting have approved of the specific allotment to be made to such Director;*
- (e) all new issues of securities for which listing is sought are made by way of crediting the securities accounts of the allottees with such securities save and accept where it is specifically exempted from compliance with Section 38 of the Securities Industry (Central Depositories) Act 1991, in which event it shall so similarly be exempted from compliance with this Requirement. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the securities accounts of such allottees.*
- (f) the rights attaching to shares of a class other than ordinary shares shall be expressed in the issue of the same."*

Clause 50

"Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Articles."

By voting in favour of the resolution in relation to the Proposed Private Placement, you will also approve the disapplication of the pre-emptive rights under Section 85(1) of the Companies Act, 2016 read together with Clauses 5 and 50 of the Constitution of the Company to be first offered such new Shares to be allotted and issued by the Company pursuant to the Proposed Private Placement, which will result in a dilution to your shareholding in the Company.

- (2) A member of the Company entitled to attend and vote at the meeting may appoint up to two (2) proxies (or being a corporate member, a corporate representative) to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- (3) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- (4) The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.
- (5) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (6) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or executed must be deposited at the Registered Office of the Company at B-25-2, Block B, Jaya One, No. 72A, Jalan Prof Diraja Ungku Aziz, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for taking of the poll or any adjournment thereof.
- (7) In respect of deposited securities, only members whose names appear in the Record of Depositors as at 5 June 2025 shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.



YONG TAI

永大集团

YONG TAI BERHAD

[Registration No. 199401025505 (311186-T)]
(Incorporated in Malaysia)

PROXY FORM

I/We*, ...NRIC/Company No*
(Full name in block letters)

of
(Full address)

being a member(s) of **Yong Tai Berhad** hereby appoint

.....of
(Full name in block letters) (Full address)

or failing whom, ...of
(Full name in block letters)

.....
(Full address)

or failing him/her*, the Chairman of the Meeting as my/our* proxy to attend and vote for me/us* on my/our* behalf at the Extraordinary General Meeting ("**EGM**") of the Company to be held at Encore Melaka - Admiral Hall, No. 3, Jalan KSB – Impression 8, Impression City @ Kota Syahbandar, 75200 Melaka on Thursday, 12 June 2025 at 10.30 a.m., or at any adjournment thereof in the manner indicated below:

	RESOLUTION	FOR	AGAINST
Ordinary Resolution	Proposed Private Placement		

Please indicate with an "X" in the space provided how you wish your vote to be cast. If no specific instruction is given on the voting, the proxy/proxies* will vote or abstain from voting on the resolution at his/her* discretion.

Dated this _____ day of _____ 2025

No. of Shares held	
CDS Account No.	

Signature

* To delete where applicable

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting may appoint up to two (2) proxies (or being a corporate member, a corporate representative) to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- (2) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- (3) The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.
- (4) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") as defined under the Securities Industry (Central Depositories) Act, 1991, 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) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or executed must be deposited at the Registered Office of the Company at B-25-2, Block B, Jaya One, No. 72A, Jalan Prof Diraja Ungku Aziz, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for taking of the poll or any adjournment thereof.
- (6) In respect of deposited securities, only members whose names appear in the Record of Depositors as at 5 June 2025 shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.



Fold this flap for sealing

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AFFIX
STAMP

The Company Secretaries

YONG TAI BERHAD
[Registration No. 199401025505 (311186-T)]
B-25-2, Block B, Jaya One,
No. 72A, Jalan Prof Diraja Ungku Aziz,
46200 Petaling Jaya, Selangor Darul Ehsan.

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