

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the THIRTY FIRST ANNUAL GENERAL MEETING ("31st AGM") of YINSON HOLDINGS BERHAD ("YHB" OR THE "COMPANY") will be held at **The Gardens Ballroom, Level 5, The Gardens Hotel & Residences, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia** ("Main Venue") and virtually by way of electronic means via the **Boardroom Smart Investor Portal ("BSIP")** at <https://investor.boardroomlimited.com> ("Online Platform") on **Tuesday, 16 July 2024 at 10.30 a.m.** or any adjournment thereof, to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 January 2024 together with the Reports of the Directors and Auditors thereon. | Please refer to Note 1 of the Explanatory Notes |
| 2. To approve the payment of a Final Single-Tier Dividend of 1 sen per ordinary share in respect of the financial year ended 31 January 2024. | Ordinary Resolution 1 |
| 3. To approve the payment of the following Directors' fees for the financial year ended 31 January 2024: | Please refer to Note 2(i) of the Explanatory Notes |
| (i) RM67,500.00 for Mr Lim Han Weng | Ordinary Resolution 2 |
| (ii) RM77,500.00 for Mr Lim Chern Yuan | Ordinary Resolution 3 |
| (iii) RM295,000.00 for Tan Sri Dato' (Dr) Wee Hoe Soon @ Gooi Hoe Soon | Ordinary Resolution 4 |
| (iv) RM50,000.00 for Madam Bah Kim Lian | Ordinary Resolution 5 |
| (v) RM255,000.00 for Dato' Mohamad Nasir bin Ab Latif | Ordinary Resolution 6 |
| (vi) RM133,333.00 for Puan Fariza binti Ali @ Taib | Ordinary Resolution 7 |
| (vii) RM272,500.00 for Datuk Abdullah bin Karim | Ordinary Resolution 8 |
| (viii) RM282,500.00 for Raja Datuk Zaharaton binti Raja Zainal Abidin | Ordinary Resolution 9 |
| (ix) RM206,849.00 for Puan Sharifah Munira bt. Syed Zaid Albar | Ordinary Resolution 10 |
| (x) RM200,000.00 for Mr Lim Han Joeh | Ordinary Resolution 11 |
| (xi) RM206,849.00 for Mr Gregory Lee | Ordinary Resolution 12 |
| (xii) RM66,667.00 for Puan Rohaya binti Mohammad Yusof | Ordinary Resolution 13 |
| 4. To approve the payment of Directors' benefits of up to RM1,356,000.00 for the period from 17 July 2024 until the conclusion of the next Annual General Meeting of the Company to be held in 2025. | Ordinary Resolution 14
(Please refer to Note 2(ii) of the Explanatory Notes) |

5. To re-elect the following Directors who are retiring by rotation in accordance with Clause 96 of the Constitution of the Company and being eligible, have offered themselves for re-election:

Please refer to Note 3 of the Explanatory Notes

(i) Madam Bah Kim Lian

Ordinary Resolution 15

(ii) Datuk Abdullah bin Karim

Ordinary Resolution 16

Mr Lim Han Joeh who also retires by rotation in accordance with Clause 96 of the Constitution of the Company, has expressed his intention not to seek for re-election. Hence, he will retain office until the conclusion of the 31st AGM.

6. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 January 2025 and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 17
(Please refer to Note 4 of the Explanatory Notes)**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions, with or without modifications:

7. **ORDINARY RESOLUTION
AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

**Ordinary Resolution 18
(Please refer to Note 5 of the Explanatory Notes)**

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to time at such price, upon such terms and conditions, and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this Ordinary Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.

THAT in connection with the above, pursuant to Section 85(1) of the Act which must be read together with Clause 13(G) of the Constitution of the Company, by approving the resolution, the shareholders do hereby disapply the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of the new shares above by the Company.

AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine.”

8. **ORDINARY RESOLUTION**
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY OF UP TO 10% OF
THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (“PROPOSED
RENEWAL OF SHARE BUY-BACK AUTHORITY”)

Ordinary Resolution 19
(Please refer to Note 6 of
the Explanatory Notes)

“THAT subject to Section 127 of the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authorities, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the best interest of the Company, provided that:

- (i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company as at any point of purchase; and
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase,

(“Proposed Share Buy-Back”).

THAT the authority to facilitate the Proposed Share Buy-Back will commence upon the passing of this Ordinary Resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which such resolution was passed; or at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:

- (i) to cancel all or part of the shares so purchased; and/or
- (ii) to retain the shares so purchased as treasury shares for distribution as dividends to the shareholders and/or resell the treasury shares on the stock market of Bursa Securities in accordance with the relevant rules of Bursa Securities; and/or
- (iii) to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares so purchased; and/or
- (iv) to transfer the treasury shares, or any of the said shares for the purposes of or under an employees' share scheme; and/or
- (v) transfer the shares, or any of the shares as purchase consideration; and/or

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be authorised to give effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any modifications and/or amendments as may be required by the relevant authorities."

9. **ORDINARY RESOLUTION
PROPOSED ESTABLISHMENT OF A DIVIDEND REINVESTMENT PLAN WHICH
WILL PROVIDE SHAREHOLDERS OF YHB WITH AN OPTION TO ELECT TO
REINVEST THEIR CASH DIVIDEND IN NEW ORDINARY SHARES IN YHB
("PROPOSED DRP")**

Ordinary Resolution 20
(Please refer to Note 7 of
the Explanatory Notes)

"THAT subject to the approvals of the relevant regulatory authorities for the Proposed DRP having being obtained to the extent permitted by law:-

- (i) the Proposed DRP which shall upon such terms and conditions as the Board, at its sole absolute discretion, deem fit be and is hereby approved;
- (ii) the Board be and is hereby authorised:-
 - (a) to establish and implement the Proposed DRP;
 - (b) to determine, at its sole and absolute discretion, whether the Proposed DRP will apply to any dividends (whether interim, final, special or any other cash dividend) ("Dividend(s)") declared and/or approved by the Company;
 - (c) to allot and issue such number of YHB Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP upon such terms and conditions as the Board may, in its sole and absolute discretion deem fit and in the best interest of the Company, including but not limited to determining the issue price of the new YHB Shares ("Issue Price") and the extent of the discount to be applied in relation to the Issue Price; and

- (d) to sign and execute all documents, to do all acts, deeds and things and to enter into all transactions, arrangements and agreements as may be necessary and expedient in order to give full effect to the Proposed DRP and to implement, finalise, and complete the Proposed DRP with full power to assent to any conditions, variations, modifications and/or amendments in any manner, including amendments, modification, suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts, for and on behalf of the Company;

THAT pursuant to Section 85(1) of the Companies Act 2016 which must be read together with Clause 13(G) of the Constitution of the Company, approval be hereby given to disapply the pre-emptive rights of the existing shareholders of the Company to be first offered any new YHB Shares ranking equally to the existing issued YHB Shares or other convertible securities arising from any allotment and issuance of new YHB Shares to the eligible persons pursuant to the Proposed DRP which will result in a dilution to their shareholding percentage in the Company;

THAT the new YHB Shares will, upon allotment and issuance, rank equally in all respects with the existing YHB Shares, save and except that the holders of new YHB Shares shall not be entitled to any dividends, rights, allotments, and/or any other forms of distributions that may be declared, made or paid to Shareholders where the entitlement date of such distributions precedes the relevant date of allotment and issuance of the new YHB Shares;

THAT the Issue Price, which will be determined and fixed by the Board on the price-fixing date to be determined, shall not be more than 10% discount to the 5-day volume weighted average market price ("VWAP") of YHB Shares immediately preceding the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time;

AND THAT the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds, and undertakings and to execute, sign, and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the issuance of new YHB Shares pursuant to the Proposed DRP, with full power to assent to any conditions, modifications, variations, and/or amendments including amendments, modifications, suspension, and termination of the Proposed DRP as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any other relevant authorities."

10. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

**BY ORDER OF THE BOARD
YINSON HOLDINGS BERHAD**

**TAN BEE HWEE (MAICSA 7021024) (SSM PC NO. 202008001497)
CHERYL RINAI KALIP (LS0008258) (SSM PC NO. 201908001176)**

Company Secretaries

Kuala Lumpur
31 May 2024

NOTES:**1. IMPORTANT NOTICE**

The 31st AGM of the Company will be held on a **hybrid basis** whereby the member(s), proxy(ies), corporate representative(s), or attorney(s) will have an option, either:

- (i) to attend physically at the Main Venue (“Physical Attendance”); or
- (ii) to attend virtually using the Remote Participation and Electronic Voting (“RPV”) facilities which are available on the BSIP at <https://investor.boardroomlimited.com> (“Virtual Attendance”).

All Member(s), proxy(ies), corporate representative(s) or attorney(s) attending physically or virtually, must register as a user with BSIP first and pre-register their attendance via the BSIP at <https://investor.boardroomlimited.com> from Friday, 31 May 2024 until Sunday, 14 July 2024. This is to verify their eligibility to attend the 31st AGM based on the Record of Depositors as at 9 July 2024 and to confirm their mode of attendance, either Physical Attendance or Virtual Attendance, and enable the Company to make the necessary preparations for the 31st AGM, particularly at the Main Venue.

Please follow the procedures provided in the Administrative Details for the 31st AGM, which are available on the Company’s website at www.yinson.com for Physical Attendance or Virtual Attendance, and read the notes (2) to (9) below to participate in the 31st AGM.

- 2. A member entitled to participate and vote at the 31st AGM is entitled to appoint not more than two (2) proxies to participate and vote in his/her stead. A proxy may, but need not, be a member of the Company.
- 3. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- 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”), 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. Where an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- 6. The instrument appointing a proxy shall be in writing signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- 7. The appointment of proxy(ies) may be made in a hardcopy form or by electronic means as follows:
 - (i) in hardcopy form

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially or certified copy of that power or authority shall be deposited at the office of the Company’s appointed Share Registrar for the 31st AGM, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

- (ii) via electronic means

The instrument appointing a proxy can be electronically submitted to the appointed Share Registrar for the 31st AGM via BSIP at <https://investor.boardroomlimited.com> before the cut-off time as mentioned above (Kindly refer to the Administrative Details for the 31st AGM which is available on the Company’s website at www.yinson.com).

- 8. Pursuant to Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this notice will be put to vote on a poll.

9. Depositors who appear in the Record of Depositors as at 9 July 2024 shall be regarded as members of the Company who are entitled to participate and vote at the 31st AGM or appoint proxies to participate and vote on his/her behalf.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

1. ITEM 1 OF THE AGENDA – AUDITED FINANCIAL STATEMENTS

The Audited Financial Statements together with the reports of the Directors and Auditors in Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("Act"), does not require a formal approval of shareholders. Hence, this item on the Agenda is not put forward for voting.

2. DIRECTORS' FEES AND BENEFITS

Section 230(1) of the Act provides that the fees of directors and benefits payable to the directors of a public company shall be approved at a general meeting.

The Company conducted a comprehensive review of Directors' fees and benefits, which was then presented to the Nominating and Remuneration Committee ("NRC") and the Board in March 2023 for review and approval. The goal was to ensure that the remuneration for both the Board and Board Committee members remained competitive and suitable for attracting, retaining, and motivating individuals with strong credentials and high calibre to serve on the Company's Board. An independent consulting firm carried out the assessment, considering factors such as time commitment and responsibilities, industry benchmarking, and the size and complexities of the Group's business.

i. Ordinary Resolutions 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12 and 13

Pursuant to the findings of the review, the Board, at the recommendation of the NRC, approved the proposed revision to the Board Committee fee for the financial year ended 31 January 2024, as outlined in the right column of the table below:

Type of Fees	Current Board/ Board Committee Fee (RM)	Proposed Board/ Board Committee Fee (RM)
Board fee		
Chairman of the Board	60,000/annum	No change
Non-Executive Director/Independent Director	200,000/annum	No change
Executive Director	50,000/annum	No change
Audit Committee fee		
Committee Chairman	30,000/annum	40,000/annum
Committee Member	20,000/annum	25,000/annum
Board Risk & Sustainability Committee fee		
Committee Chairman	30,000/annum	No change
Committee Member	20,000/annum	No change
Nominating & Remuneration Committee fee		
Committee Chairman	20,000/annum	30,000/annum
Committee Member	10,000/annum	20,000/annum

With the above revision, the Directors' fees for the financial year ended 31 January 2024, totalling RM2,113,698.00, will be paid by the Company to the respective Directors upon the shareholders' approval of Ordinary Resolutions 2 to 13 at the 31st AGM. This includes payment to Puan Rohaya binti Mohammad Yusof, who resigned on 31 May 2023, to compensate for her contributions as a Non-Independent Non-Executive Director of the Company from 1 February 2023 to 31 May 2023.

ii. Ordinary Resolution 14

The Directors' benefits cover meeting allowances, directors' training, and other reimbursable expenses incurred in the course of carrying out their duties as Company Directors.

In its March 2024 meeting, the Board approved the NRC's recommendation for the Directors' benefits for the financial year ended 31 January 2024 to remain unchanged, as set out in the table below:

Type of Benefits	RM
Meeting Attendance Allowance	
General Meeting / Board Meeting / Board Committees Meeting	2,000/per meeting
Other Benefit	
Directors' Training	900,000/year*

Note:

* Annual training budget for the Board as a whole.

In determining the estimated amount of benefits payable for the Directors, various factors were taken into account, including the number of scheduled meetings for the Board and Board Committees based on the current number of Directors, and provisional sum set aside as a contingency. An amount of up to RM1,356,000.00 is proposed as the benefits payable to the Directors for the period from 17 July 2024 until the conclusion of the next AGM in 2025.

Payment of the Directors' benefits will be made by the Company to the respective Directors as and when incurred if the proposed Ordinary Resolution 14 is passed by the shareholders at the 31st AGM.

The details of the Directors' fees and benefits are set out in the Company's Corporate Governance Report, which is available on the Company's website at www.yinson.com.

3. ORDINARY RESOLUTIONS 15 AND 16 – RE-ELECTION OF DIRECTORS WHO RETIRE IN ACCORDANCE WITH CLAUSE 96 OF THE CONSTITUTION OF THE COMPANY

The profiles of the Directors who are standing for re-election as per Agenda item no. 5 are set out in the Board of Directors' profile of the Integrated Annual Report 2024.

Based on the outcome of the internally conducted Board Effectiveness Evaluation for the financial year ended 31 January 2024, the Board is satisfied with the performance and contributions of the following directors, as well as their adherence to the fit and proper criteria as set out in the Directors' Fit and Proper Policy. The Board supports the NRC's recommendation for their re-election, based on the following justifications:

i. Ordinary Resolution 15: Re-election of Madam Bah Kim Lian ("Madam Bah") as Non-Independent Executive Director

Madam Bah, one of the founders of Yinson, plays a crucial role in the general administration of the Group's operations. With her extensive experience amassed over the years, she provides valuable insights and support in guiding the direction and enhancing the overall performance of the Group.

The Board is satisfied with her performance and contribution. She continues to carry out her duties diligently, effectively and demonstrate her commitment to her roles.

ii. Ordinary Resolution 16: Re-election of Datuk Abdullah bin Karim (“Datuk Abdullah”) as Independent Non-Executive Director

Datuk Abdullah fulfils the requirements of independence set out in the Main Market Listing Requirements of Bursa Securities. He has remained objective and independent in expressing his view and participating in Board deliberations and decision making.

With his extensive experience in the oil and gas industry, he brings valuable expertise to the Company. His diverse perspectives and insights significantly enrich the Board’s deliberation. He consistently exercises due diligence during his tenure as Independent Non-Executive Director of the Company.

The Board is satisfied with his performance and contribution. He continues to diligently and effectively carry out his duties, demonstrating unwavering commitment to his roles.

iii. Mr Lim Han Joeh, a Non-Independent Non-Executive Director (“NINED”) of the Company who is retiring in accordance with Clause 96 of the Company’s Constitution, has notified the Board of his intention not to seek for re-election at the 31st AGM. Accordingly, he will retire from his position as a NINED of the Company at the conclusion of the 31st AGM.

Apart from the conflict of interest information mentioned in the footnote of the Profile of Directors section of this Integrated Annual Report 2024, no other information is required to be disclosed under the Main Market Listing Requirements of Bursa Securities, and there are no other issues that should be notified to the shareholders regarding the Directors seeking re-election at the 31st AGM.

All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NRC and Board Meetings.

4. ORDINARY RESOLUTION 17 – RE-APPOINTMENT OF AUDITORS

Based on the results of the External Auditors Evaluation for the financial year ended 31 January 2024, the Board and the Audit Committee of the Company at both meetings held on 20 May 2024, were satisfied with the quality of service, adequacy of resources provided, communication, interaction skills and independence, objectivity and professionalism demonstrated by the External Auditors, PricewaterhouseCoopers PLT in carrying out their functions.

The Board, at the recommendation of the Audit Committee, endorsed the re-appointment of PricewaterhouseCoopers PLT as External Auditors of the Company for the financial year ending 31 January 2025 to be presented to the shareholders for approval.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

5. ORDINARY RESOLUTION 18 – AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The proposed Ordinary Resolution 18, if passed, would renew the mandate granted to the Directors for issuance of shares under Sections 75 and 76 of the Companies Act 2016 at the 30th AGM held on 13 July 2023 (“30th AGM”) (“General Mandate”). This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

The purpose of this resolution is to grant the Company flexibility for potential fundraising activities, including but not limited to, the issuance of shares to fund current and/or future investment project(s), working capital, repayment of borrowings, acquisitions or the issuance of shares as consideration for the acquisition of assets or any other purposes deemed to be in the best interest of the Company by the Board. The General Mandate aims to empower the Company to issue new securities without convening separate general meetings to obtain its shareholders’ approval, thus minimising additional costs and time expenditures.

The disapplication of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 13(G) of the Constitution of the Company will allow the Directors of the Company to issue new shares of the Company which will rank equally to the existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

As at the date of this Notice of 31st AGM, the mandate that was obtained at the 30th AGM in 2023, granting the Board the authority to allot up to 10% of the total number of issued shares of the Company, has been utilised. The Company issued 120,000,000 new ordinary shares at the issue price of RM2.36 per placement share pursuant to a Private Placement exercise. Details of the total proceeds raised from the Private Placement and their utilisation are disclosed in the Integrated Annual Report 2024. If there is a decision to issue new shares after the General Mandate is sought, the Company will announce the purpose and utilisation of proceeds arising from such issuance of shares.

6. ORDINARY RESOLUTION 19 – PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The proposed Ordinary Resolution 19, if passed, will empower the Company to purchase its own ordinary shares up to ten percent (10%) of the total number of issued shares of the Company for the time being for such purposes as the Directors of the Company consider would be in the best interest of the Company.

7. ORDINARY RESOLUTION 20 – PROPOSED DRP

This resolution, if passed, will provide the shareholders of the Company with an option to reinvest in whole or in part, their cash dividend(s) declared by the Company (whether interim, final, special or any other cash dividends) in new ordinary shares in the Company.

Further information on the Proposed Renewal of Share Buy-Back Authority and Proposed DRP are set out in the Circular/ Statement to Shareholders dated 31 May 2024 which are available on the Company's website at www.yinson.com.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

- A. The profiles of the Directors who are standing for re-election as per Agenda item no. 5 of the Notice of the 31st AGM are stated on pages 131 to 136 of the Company's Integrated Annual Report 2024.

There are no individuals who are standing for election as director (excluding directors standing for re-election) as per Appendix 8A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

- B. Details on the authority to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in Explanatory Note 5 of the Notice of the 31st AGM.