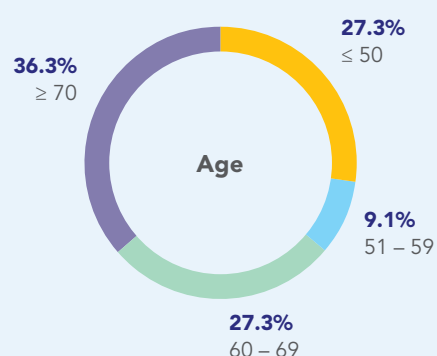
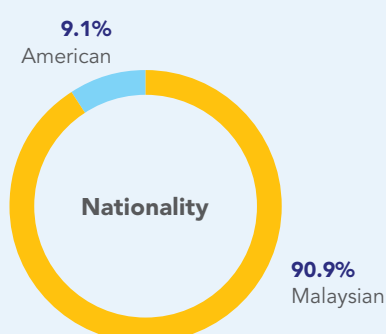
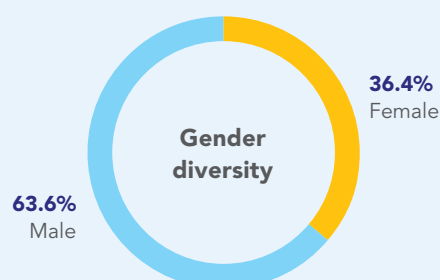
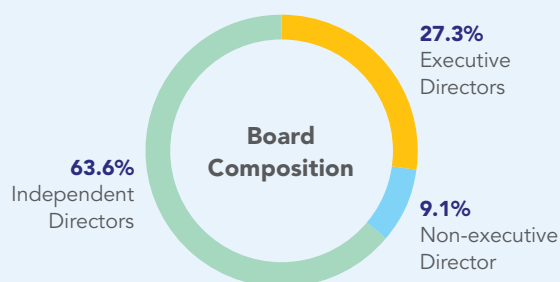


# BOARD OF DIRECTORS



**Mr Lim Han Weng**  
*Group Executive Chairman*  
*Non-Independent Executive Director*



## Date of appointment

- Founder/First Director/Executive Director – 9 March 1993
- Group Executive Chairman – 28 September 2009

## Total board meetings attended

- 10 out of 10

## Board committee memberships

- Nil

## Other directorships in public companies and listed issuers

- Nil

## Qualifications and experience highlights

- Higher School Certificate, Malaysia
- Embarked into the transport and trading business in 1984 with the founding of Yinson Transport (M) Sdn Bhd
- The main driving force behind the formulation and implementation of Yinson's corporate and business strategies until the baton of managing Yinson's day-to-day work was handed over to Mr Lim Chern Yuan in 2014
- Oversees Yinson's direction and overall performance
- The largest shareholder in Yinson

## Family relationships

Spouse of Mdm Bah Kim Lian and father of Mr Lim Chern Yuan

**Mr Lim Chern Yuan**

Group Chief Executive Officer  
Non-Independent Executive Director

**Date of appointment**

- Executive Director – 28 September 2009
- Group Chief Executive Officer – 3 January 2014

**Total board meetings attended**

- 10 out of 10

**Board committee memberships**

- Member of Board Risk & Sustainability Committee

**Other directorships in public companies and listed issuers**

- Nil

**Qualifications and experience highlights**

- Bachelor of Commerce (Finance major), University of Melbourne, Australia
- Joined Yinson in 2005 and was promoted to Senior General Manager and Executive Director in 2007 and 2009, respectively
- Oversees the overall performance of Yinson and plays a key role in conceptualising, communicating and executing its short to long-term business strategies
- Under his leadership, Yinson's market capitalisation grew by more than 120 times since 2011 and also established as one of the largest FPSO contractors globally
- Instrumental in driving Yinson's direction to embrace the energy transition, including its expansion into renewables and green technologies as well as its positioning as a sustainability leader in the industry
- An experienced, active and highly respected business leader who is ESG-driven in the energy infrastructure and technology space
- Board member and former mentor at Endeavor Malaysia.
- Recipient of Best CEO Award from Institutional Investor for three consecutive years since 2020
- Inducted as a council member of the ASEAN-BAC Malaysia in February 2023
- Group Chief Executive Officer (2014 – present)
- Chief Executive Officer, Yinson GreenTech (2025 – present)

**Family relationships**

Son of Mr Lim Han Weng and Mdm Bah Kim Lian

**Mdm Bah Kim Lian**

Non-Independent Executive Director

**Date of appointment**

- Founder/First Director/Executive Director – 9 March 1993

**Total board meetings attended**

- 10 out of 10

**Board committee memberships**

- Nil

**Other directorships in public companies and listed issuers**

- HI Mobility Berhad

**Qualifications and experience highlights**

- Lower Certificate of Education, Malaysia
- Assists Mr Lim Han Weng, the Group Executive Chairman, in the general administration of the Group's operations
- Maintains a close relationship with Yinson's clients and affiliates
- Supports the Group Executive Chairman in overseeing Yinson's direction and overall performance
- Provides valuable insights from her years of experience serving Yinson Group
- Sits on the board of several subsidiaries of Yinson Group

**Family relationships**

Spouse of Mr Lim Han Weng and mother of Mr Lim Chern Yuan

**Tan Sri Dato' (Dr) Wee Hoe Soon @ Gooi Hoe Soon**  
Senior Independent Non-Executive Director



#### Date of appointment

- Independent Non-Executive Director – 11 August 2016
- Senior Independent Non-Executive Director – 12 October 2018

#### Total board meetings attended

- 9 out of 10

#### Board committee memberships

- Chairman of Audit Committee
- Member of Board Risk & Sustainability Committee
- Member of Nominating & Remuneration Committee

#### Other directorships in public companies and listed issuers

- JaGaSolution Berhad (formerly known as Red Ideas Holdings Berhad)
- Perusahaan Sadur Timah Malaysia (Perstima) Berhad
- Hong Leong Foundation
- AIA Bhd
- Hydropipes Berhad

#### Qualifications and experience highlights

- Member, Malaysian Institute of Certified Public Accountants
- Member, Malaysian Institute of Accountants
- Chief Executive Officer, Avenue Securities Sdn Bhd (2000 – 2004).
- Deputy Chairman/Group Managing Director, Avenue Capital Resources Berhad (2000 – 2004)
- Executive Director – Dealing, Avenue Securities Sdn Bhd (2004 – 2006)
- Chairman, EON Bank Bhd (2010 – 2011)
- Director, Bank Negara Malaysia (2018 – 2019)
- Member, National Debt and Liability Management Committee (2019 – 2020)
- Chairman, Independent Non-Executive Director, Perusahaan Sadur Timah Malaysia (Perstima) Berhad (2013 – present)
- Non-Independent Non-Executive Director, JaGaSolution Berhad (formerly known as Red Ideas Holdings Berhad) (2017 – present)
- Board Member, Securities Commission Malaysia (2019 – present)
- Member, Investment Panel, Employees' Provident Fund of Malaysia ("EPF") (2021 – present)
- Chairman, Independent Non-Executive Director, AIA Bhd (2023 – present)

**Dato' Mohamad Nasir bin Ab Latif**  
Independent Non-Executive Director



#### Date of appointment

- Non-Independent Non-Executive Director – 11 August 2016
- Independent Non-Executive Director – 1 January 2020

#### Total board meetings attended

- 10 out of 10

#### Board committee memberships

- Chairman of Board Risk & Sustainability Committee
- Member of Audit Committee

#### Other directorships in public companies and listed issuers

- PLUS Malaysia Berhad
- Malaysian Resources Corporation Berhad
- United Plantations Berhad
- RHB Bank Berhad
- RHB Islamic Bank Berhad

#### Qualifications and experience highlights

- Bachelor of Social Science, Universiti Sains Malaysia, Malaysia
- Certified Diploma in Accounting and Finance, Association of Chartered Certified Accountants (ACCA)
- Master of Science in Investment Analysis, University of Stirling, United Kingdom
- Inspector, EPF (1982 – 1990)
- State Enforcement Officer, EPF (1990 – 1995)
- Senior Research Officer, Manager and Senior Manager, Investment and Economics Research Department, EPF (1995 – 2003)
- General Manager, International Equity Investment Department, EPF (2009 – 2013)
- Former Deputy Chief Executive Officer (Investment), EPF (2013 – 2019)
- Chairman, Investment Panel, Kumpulan Wang Persaraan (Diperbadankan) (2021 – 2025)
- Independent Non-Executive Chairman, PLUS Malaysia Berhad (2019 – present)
- Chairman, RHB Islamic Bank Berhad (2020 – present).
- Independent Non-Executive Chairman, United Plantations Berhad (2021 – present)
- Non-Independent Non-Executive Chairman, Malaysian Resources Corporation Berhad (2024 – present)
- Chairman, Investment Panel, EPF (2025 – present)

**Datuk Abdullah bin Karim**  
Independent Non-Executive Director



#### Date of appointment

- Independent Non-Executive Director – 16 October 2018

#### Total board meetings attended

- 9 out of 10

#### Board committee memberships

- Member of Nominating & Remuneration Committee
- Member of Audit Committee
- Member of Board Risk & Sustainability Committee

#### Other directorships in public companies and listed issuers

- Uzma Berhad

#### Qualifications and experience highlights

- Bachelor in Mechanical Engineering, University of Western Australia, Australia
- Trainee Engineer, Petroliaam Nasional Berhad ("PETRONAS") (1977 – 1978)
- Engineer, PETRONAS (1978 – 1981)
- Project Engineer/Project Manager, PETRONAS Carigali Sdn Bhd ("PETRONAS Carigali") (1981 – 1991)
- General Manager, Development Division, PETRONAS Carigali (1991 – 1995)
- Managing Director/CEO, OGP Technical Services Sdn Bhd (1995 – 1999)
- Managing Director/CEO, Malaysia LNG Group of Companies (1999 – 2004)
- Vice President, Exploration & Production Business, PETRONAS (2004 – 2007)
- Managing Director/CEO, PETRONAS Carigali (2007 – 2010)
- President/CEO, PETRONAS Carigali (2010 – 2012).
- Vice President & Venture Director, Domestic LNG Projects, PETRONAS (2012 – 2016)
- Independent Non-Executive Director, Icon Offshore Berhad (2016 – 2024)
- Senior Independent Non-Executive Director, Ranhill Utilities Berhad (2018 – 2024)
- Independent Non-Executive Chairman, Uzma Berhad (2018 – present)

**Raja Datuk Zaharaton binti Raja Zainal Abidin**  
Independent Non-Executive Director



#### Date of appointment

- Independent Non-Executive Director – 11 August 2016

#### Total board meetings attended

- 9 out of 10

#### Board committee memberships

- Chairman of Nominating & Remuneration Committee
- Member of Audit Committee
- Member of Board Risk & Sustainability Committee

#### Other directorships in public companies and listed issuers

- HI Mobility Berhad

#### Qualifications and experience highlights

- Bachelor of Economics, University of Malaya, Malaysia
- Master of Economics, University of Leuven, Belgium
- Served the Government of Malaysia in various capacities for 34 years, principally in areas of policy analysis and financial evaluation (1971 – 2005)
- Director General, Economic Planning Unit (EPU), Prime Minister's Department (2004 – 2005)
- Director, Kumpulan RZA Sdn Bhd and its subsidiary Raza Sdn Bhd (family-owned company) (2005 – present)
- Senior Independent Non-Executive Director, Taliworks Corporation Berhad (2020 – 2024)
- Chairman, Areca Capital Sdn Bhd (2018 – present)
- Independent Non-Executive Chairman, HI Mobility Berhad (2024 – present)

**Puan Sharifah Munira bt. Syed Zaid Albar***Independent Non-Executive Director***Date of appointment**

- Independent Non-Executive Director – 1 January 2020

**Total board meetings attended**

- 10 out of 10

**Board committee memberships**

- Member of Nominating & Remuneration Committee

**Other directorships in public companies and listed issuers**

- Nil

**Qualifications and experience highlights**

- International Baccalaureate, Presbyterian Ladies' College, Melbourne, Australia
- Bachelor of Laws, Deakin University, Melbourne, Australia
- Executive, Legal and Compliance Department, Astro Radio Sdn Bhd (2005 – 2008)
- Manager, Legal and Compliance Department, Astro Radio Sdn Bhd (2008 – 2011)
- Senior Legal Counsel, Usaha Tegas Sdn Bhd (2011 – 2017)
- General Manager, Corporate Finance & Strategy, Malaysian Resources Corporation Berhad (2017 – 2018)
- Ordinary Member, Institute of Corporate Directors Malaysia

**Puan Fariza binti Ali @ Taib***Non-Independent Non-Executive Director***Date of appointment**

- Non-Independent Non-Executive Director – 31 May 2023

**Total board meetings attended**

- 10 out of 10

**Board committee memberships**

- Nil

**Other directorships in public companies and listed issuers**

- Iskandar Investment Berhad

**Qualifications and experience highlights**

- Bachelor in Finance, International Islamic University, Malaysia
- Masters in Islamic Banking, International Islamic University, Malaysia
- Senior Dealer, Maybank (2010 – 2011)
- Head of Sukuk & Local Currency Investment, Asian Islamic Investment Management (2011 – 2014)
- Section Head, Capital Market Department, EPF (2014 – 2019)
- Head, External Fund Managers Department, EPF (2019 – 2022)
- Head, Real Estate Investment Market Department, EPF (2022 – present)



**Mr Lim Poh Seong***Independent Non-Executive Director***Date of appointment**

- Independent Non-Executive Director – 15 October 2024

**Total board meetings attended**

- 3 out of 3

**Board committee memberships**

- Member of Audit Committee

**Other directorships in public companies and listed issuers**

- Hup Seng Industries Berhad
- Samaiden Group Berhad
- Farm Price Holdings Berhad
- Perusahaan Sadur Timah Malaysia (Perstima) Berhad

**Qualifications and experience highlights**

- Fellow, Association of Chartered Certified Accountants (ACCA)
- Member, Malaysian Institute of Accountants (MIA)
- Executive Director, Pantai Holdings Berhad (2001 – 2005)
- Group Chief Operating Officer, Pantai Holdings Berhad (2005 – 2007)
- Executive Director, Paos Holdings Berhad (2007 – 2008)
- Executive Director, Asia Poly Holdings Berhad (2007 – 2008)
- Independent Non-Executive Director, Paos Holdings Berhad (2011 – 2023)

**Mr Gregory Lee***Independent Non-Executive Director***Date of appointment**

- Independent Non-Executive Director – 1 October 2021

**Total board meetings attended**

- 7 out of 10

**Board committee memberships**

- Member of Board Risk & Sustainability Committee

**Other directorships in public companies and listed issuers**

- Nil

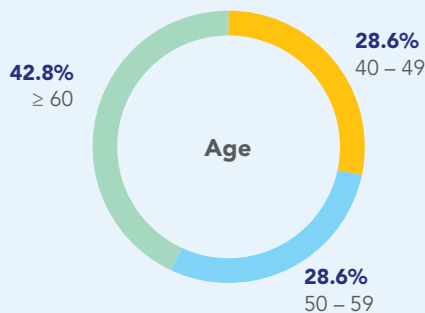
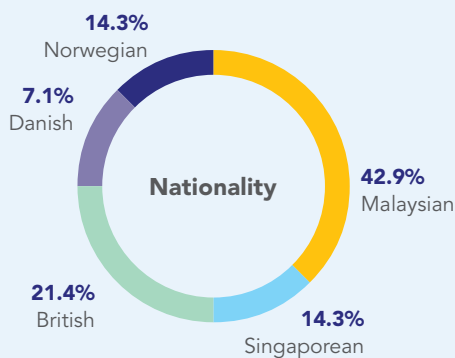
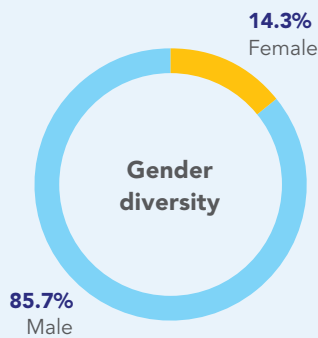
**Qualifications and experience highlights**

- Bachelor of General Biology, University of California, San Diego
- Senior Vice President, Kellogg Company (1993 – 1999)
- Executive Vice President, Johnson & Johnson (1999 – 2004)
- Global Chief Marketing Officer, Samsung Electronics (2004 – 2010)
- President and CEO, Samsung Asia (2010 – 2013)
- Board Member, Singapore Economic Development Board (2013 – 2015)
- President and CEO, Samsung Mobile and Samsung Electronics North America (2013 – 2017)
- Global President, Nokia Technologies (2017 – 2018)
- Global CEO, Bower & Wilkins (2018 – 2020)
- Founder and Director, 1DERLIFE Investment Management (2019 – present)
- Founder and Managing Partner, 1DERLIFE Growth Partners Pte Ltd (2021 – present)
- Director, 1Derfood Technology Pte Ltd (2021 – present)

**Note:**

Save as disclosed, the Directors have no family relationship with any Director and/or major shareholder of the Company, have no conflict of interest with the Company, have not been convicted of any offence other than traffic offences within the past five years, and have not been convicted for any public sanction or any penalty imposed by the relevant regulatory bodies during the financial year.

# SENIOR MANAGEMENT



## Mr Lim Chern Yuan

Group Chief Executive Officer  
Chief Executive Officer, Yinson GreenTech



### Date of appointment

- Group Chief Executive Officer – 3 January 2014
- Chief Executive Officer, Yinson GreenTech – 1 February 2025

### Other directorships in public companies and listed issuers

- Nil

### Qualifications and experience highlights

- Bachelor of Commerce (Finance major), University of Melbourne, Australia
- Joined Yinson in 2005 and was promoted to Senior General Manager and Executive Director in 2007 and 2009, respectively
- Oversees the overall performance of Yinson and plays a key role in conceptualising, communicating and executing its short- to long-term business strategies
- Under his leadership, Yinson's market capitalisation grew by more than 120 times since 2011 and also established as one of the largest FPSO contractors globally
- Instrumental in driving Yinson's direction to embrace the energy transition, including its expansion into renewables and green technologies as well as its positioning as a sustainability leader in the industry
- An experienced, active and highly respected business leader who is ESG-driven in the energy infrastructure and technology space
- Board member and former mentor at Endeavor Malaysia.
- Recipient of Best CEO Award from Institutional Investor for three consecutive years since 2020
- Inducted as a council member of the ASEAN-BAC Malaysia in February 2023
- Group Chief Executive Officer (2014 – present)
- Chief Executive Officer, Yinson GreenTech (2025 – present)

### Family relationships

Son of Mr Lim Han Weng and Mdm Bah Kim Lian

**Mr Chai Jia Jun***Group Chief Financial & Strategy Officer***Date of appointment**

- Group Chief Strategy Officer – 1 March 2023
- Group Chief Financial & Strategy Officer – 1 February 2025

**Other directorships in public companies and listed issuers**

- Nil

**Qualifications and experience highlights**

- Bachelor of Commerce (Corporate Finance), University of Adelaide, Australia
- Started his career as a research analyst in an online equity research portal and worked as an analyst at Hong Leong Asset Management Sdn Bhd
- Joined a boutique corporate finance firm advising private equity and IPO transactions in Malaysia
- Founded a manufacturing business in Vietnam which was subsequently sold to a UK public listed company
- Joined Yinson in 2015 as Director of CEO Office and Head of Investor Relations, with involvement in Group equity capital market transactions and partnerships
- Group committee roles: Chairman of Corporate Social Responsibility Committee and member of Management & Sustainability Committee and ESG Taskforce
- Holds board positions in various Yinson's subsidiaries
- Group Chief Strategy Officer (2023 – 2025)
- Group Chief Financial & Strategy Officer (2025 – present)

**Mrs Louisa Rachel Brady***Group Chief Human Resources Officer & Chief Operating Officer, Yinson GreenTech***Date of appointment**

- Group Chief Human Resources Officer – 6 April 2020
- Group Chief Human Resources Officer & Chief Operating Officer, Yinson GreenTech – 1 February 2025

**Other directorships in public companies and listed issuers**

- Nil

**Qualifications and experience highlights**

- Diploma, Business & Finance, West Herts College, United Kingdom
- Chartered Fellow, Chartered Institute of Personnel and Development, United Kingdom
- Over 25 years of HR leadership experience across global FTSE 100 FMCG and Defence industries
- HR professional, Unilever (1990 – 2005)
- Various Heads of HR in the Air Sector and Applied Intelligences businesses, BAE Systems PLC (2005 – 2020)
- Seconded to Malaysia to establish an Engineering Delivery Centre, leading a global HR team across Australia, Asia and Europe, BAE Systems Applied Intelligence Ltd (2013 – 2017)
- Group Head of Strategic Workforce Planning, BAE Systems PLC (2019 – 2020)
- Group Human Resources Director, Yinson (2020 – 2023)
- Group Chief Human Resources Officer, Yinson (2023 – 2025)
- Group Chief Human Resources Officer & Chief Operating Officer, Yinson GreenTech (2025 – present)



**Mr Andrew Choy Wei Nung**  
Group General Counsel



#### Date of appointment

- 1 February 2014

#### Other directorships in public companies and listed issuers

- Nil

#### Qualifications and experience highlights

- Member, Honourable Society of Gray's Inn, London, United Kingdom
- Barrister-at-Law, England and Wales
- Advocate & Solicitor, Singapore
- Arbitrator, Chartered Institute of Arbitrators
- Certified Auditor, Quality Management System (ISO 9001:2008), International Safety Management (ISM), and International Ship and Port Facility Security (ISPS)
- Certified Practitioner, Personal Data Protection (Singapore)
- Experienced in legal practice in the upstream oil & gas industry, with a firm grounding in commercial and corporate work
- Head of Legal, Yinson Offshore Production (2014 – 2018)
- Honorary Consul of the Republic of Ghana, Singapore (2018 – 2023)
- Committee Member, Skuld (2018 – present).
- General Counsel, Group Legal, Yinson (2018 – 2022)
- Head of Insurance, Yinson (2014 – present)
- Group General Counsel, Yinson (2022 – present)

**Dato' Mohamed Sabri bin Mohamed Zain**  
Chief Executive Officer, Yinson Energy



#### Date of appointment

- 16 May 2014

#### Other directorships in public companies and listed issuers

- Nil

#### Qualifications and experience highlights

- Bachelor of Science (Petroleum Engineering), University of Wyoming (May 1978), United States of America
- INSEAD Senior Management Development Programme
- Over 46 years of experience in the international oil & gas industry
- Started his career with PETRONAS in 1978
- Head, Petroleum Engineering, Peninsular Malaysia Operations, PETRONAS Carigali (1991 – 1994)
- General Manager, Vietnam Operations, PETRONAS Carigali (1996 – 2000)
- General Manager, Development Division, PETRONAS Carigali (2000 – 2005)
- General Manager, International Operations, PETRONAS Carigali (2005 – 2008)
- President, White Nile Petroleum Operating Company, Sudan (2008 – 2010)
- Vice President of Offshore Business Unit, MISC Berhad (2010 – 2012)
- President, GOM Resources Sdn Bhd/Puncak Oil & Gas Sdn Bhd (2013 – 2014)
- Chief Executive Officer, Yinson Energy (2014 – present)

**Mr Flemming Grønnegaard**

Chief Executive Officer, Yinson Production

**Date of appointment**

- 7 April 2015

**Other directorships in public companies and listed issuers**

- Nil

**Qualifications and experience highlights**

- Master of Engineering, Danish Technical University, Denmark
- Worked in the offshore oil/shipping industry since 2001
- Project Engineer, Maersk Ship Design (2001 – 2007)
- Director, Crane and Engineering Services, APM Terminals (2007 – 2009)
- Group Technical Director, Svitzer (A.P. Moller Maersk) (2009 – 2011)
- Vice President, Operations, Teekay Petrojarl (2011 – 2015)
- Chief Operations Officer, Yinson Offshore Production (2015 – 2020)
- Chief Executive Officer, Yinson Production (2020 – present)

**Mr David Charles Brunt**

Chief Executive Officer, Yinson Renewables

**Date of appointment**

- 1 October 2019

**Other directorships in public companies and listed issuers**

- Nil

**Qualifications and experience highlights**

- Master of Chemical Engineering, University of Cambridge, United Kingdom
- Master of Arts (Engineering), University of Cambridge, United Kingdom
- 40 years of experience within the energy industry
- Offshore oil & gas industry from 1985 until 2013
- Renewables industry from 2013 until present
- Started his career with ConocoPhillips and held a variety of international positions in operations, technology and major projects (1985 – 1997)
- Manager Development Projects, Petroleum Geo-Services (1997 – 2001)
- Managing Director, Deepwater Composites (2001 – 2005)
- Senior Project Manager, Aker Kvaerner Subsea (2005 – 2008)
- Vice President, Business Development and Contracts, Fred. Olsen Production ASA (2008 – 2013)
- Chief Executive Officer, Fred. Olsen Renewables AS (2013 – 2019)
- Chief Executive Officer, Yinson Renewables (2019 – present)

**Note:**

Save as disclosed, the Senior Management have no family relationship with any Director and/or major shareholder of the Company, have no conflict of interest with the Company, have not been convicted of any offence other than traffic offences within the past five years, and have not been convicted for any public sanction or any penalty imposed by the relevant regulatory bodies during the financial year.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors ("Board") and Management of Yinson Group are dedicated to upholding the highest standards of corporate governance, recognising its pivotal role in business success. Our governance framework aligns with the Malaysian Code on Corporate Governance 2021 ("MCCG 2021").

For the financial year ended 31 January 2025 ("FY2025"), we have implemented all recommended practices in MCCG 2021, except Practice 8.2 regarding the disclosure of senior management's remuneration.



Scan to view our CG Report.

For a comprehensive understanding of our corporate governance approach, please refer to the Corporate Governance Report 2025 ("CG Report") available on our corporate website by scanning the QR code.

## Principles of MCCG 2021

A

### Principle A

**Board leadership and effectiveness**

pg 121 to 129

B

### Principle B

**Effective audit and risk management**

pg 130

C

### Principle C

**Integrity in corporate reporting and meaningful relationship with stakeholders**

pg 130 to 135

A

## Board leadership and effectiveness

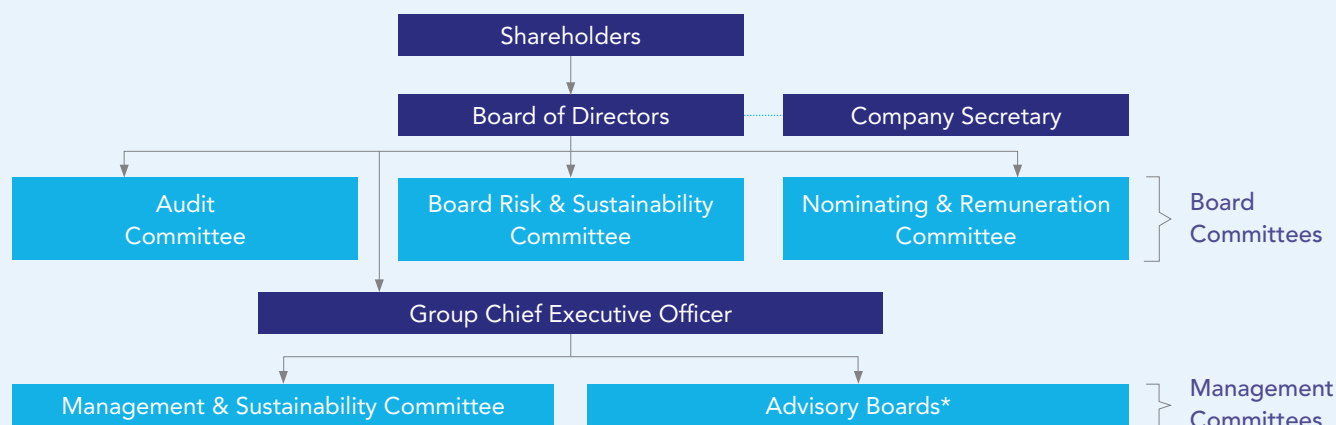
## OUR GOVERNANCE FRAMEWORK

### Role of the Board

The Board defines the Group's purpose, values, and strategy, playing a central role in guiding its operations and shaping its vision. The Board's detailed roles and responsibilities, and matters reserved for its decision, are outlined in our Board Charter, available on our corporate website.

Our governance structure, illustrated in the diagram below, ensures that the Group remains focused on its strategic priorities.

### Governance structure of the Board, Board Committees and Management Committees



\* Yinson Production Advisory Board, Yinson GreenTech Advisory Board and Yinson Renewables Advisory Board

### Audit Committee ("AC")

- Assess integrity of Group financial and regulatory reporting and disclosures.
- Oversee effectiveness of Group financial controls.
- Review activities and performance of Internal Audit ("IA") Department and External Auditors.

### Board Risk & Sustainability Committee ("BRSC")

- Review and monitor effectiveness of Group risk management and internal controls.
- Review effectiveness of systems and controls for prevention of bribery and fraud.
- Review and recommend sustainability strategies and initiatives to align with global best practices and ESG considerations.

### Nominating & Remuneration Committee ("NRC")

- Review Board and its committees' composition.
- Recommend and lead appointment process for Board and Senior Management.
- Review and recommend succession planning for Board and Senior Management appointments towards ensuring an orderly and diverse succession pipeline.
- Oversee annual Board Performance Review.
- Review and recommend Group remuneration strategy and policy.
- Review remuneration of Executive Directors and Senior Management, including alignment with performance such as long-term incentive schemes.

### Management & Sustainability Committee

- Oversee Group performance in alignment with the Board-established strategy, objectives, and targets.
- Identify and manage principal business risks, implement internal controls and mitigation measures.
- Cultivate a culture that prioritises sustainability, open discussion, and the integration of ESG management into company processes and goals.

### Advisory Boards

- Oversee business strategies and operations, to ensure implementation and alignment within the Board-approved framework.
- Serve as a forum for strategic and policy deliberations.

### Board Committees

The Board is supported by its Committees – the AC, BRSC and NRC – each with its own Terms of Reference ("TOR") outlining responsibility and decision-making powers. These Committees report to the Board on deliberated matters, decisions, and recommendations for Board approval when necessary. Minutes from Committee meetings are presented at Board sessions, with Committee chairs providing updates on respective activities. This structure enables the Board to focus a significant proportion of time on the Group's strategy.

### Management Committees

The Company's governance framework is further strengthened by Management-level Committees, ensuring effective oversight, decision-making, and accountability. These committees are structured into two key groups:

- **Management & Sustainability Committee ("MSC")**  
Responsible for implementing the Group's strategic priorities, while embedding ESG considerations into business strategies, facilitating discussions among Senior Management to address business needs and pertinent issues. The MSC ensures that sustainability-related risks and opportunities are effectively managed. The MSC, chaired by the Group CEO, convenes monthly and consists of Senior Management members. Minutes are presented at the relevant Board Committee meetings, for their notation.
- **Advisory Boards for businesses**  
Each business has an Advisory Board providing specialised guidance, industry insights, and strategic recommendations. Advisory Boards enhance risk management and governance practices, which emphasises the importance of a well-structured governance framework beyond the Board-level. Advisory Boards are chaired by the Group CEO and participated by key management from respective businesses. Each Advisory Board convenes every quarter to ensure alignment with shareholder mandates and Board decisions and policies.

Yinson's governance structure reflects the Company's commitment to upholding good corporate governance, transparency, and accountability, as advocated by the MCCG 2021 and Bursa Malaysia's Corporate Governance Guidelines. By integrating structured oversight at both Board and Management-levels, the Company ensures sound decision-making processes that drive sustainable long-term value creation.

TORs for the Board, its Committees and Management Committees, are available on our corporate website.

## SUMMARY OF BOARD FOCUS FOR FY2025

During the year, the Board focused on a number of strategic matters and received regular updates.

Topic	Board activity	Key decisions/outcomes
Strategy	<ul style="list-style-type: none"> <li>Participated in Board Strategy Session.</li> <li>Reviewed the Group's capital requirements, medium- and long-term strategies, and opportunities to enhance shareholders' value.</li> <li>Reviewed the Group's business, project proposals, and financing requirements.</li> </ul>	<ul style="list-style-type: none"> <li>✓ A two-day offsite session was convened to evaluate the Group's strategic direction and long-term priorities. The Board received an overview of the business, projected investments and opportunities. Throughout this intensive session, the Board actively steered and scrutinised the Group's strategic direction, reviewing both budget and business plans before their approval to ensure alignment with its trajectory.</li> <li>✓ Secured strategic investments and raised funds through various sources, including private placement to support Group's growth.</li> <li>✓ Implemented the Dividend Reinvestment Plan ("DRP"), enabling shareholders to reinvest part or all of their cash dividends into new ordinary shares in the Company.</li> <li>✓ The disposal of non-core businesses to allow the Company to focus on its FPSO and energy transition segments.</li> </ul>
Financial	<ul style="list-style-type: none"> <li>Reviewed quarterly and full-year results, associated announcements and applicable dividend payments.</li> <li>Reviewed the Group's Strategic Business Plan and Annual Operating Budget.</li> <li>Reviewed Related Party Transactions, register of Recurrent Related Party Transactions and shares purchased pursuant to the renewal of share buy-back authority.</li> <li>Conducted a mid-term review of the Group's performance.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Approved quarterly and full-year results and associated announcements, and considered and approved interim and final dividend payments to shareholders.</li> <li>✓ Evaluated the progress and opportunities of the Group's projects, alongside the operational and financial performance of each business.</li> </ul>
Governance	<ul style="list-style-type: none"> <li>Reviewed policies and procedures and LoA of the Group.</li> <li>Received regular updates, such as emerging changes to regulations, listing requirements and updates/guidance from the relevant authorities.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Endorsed policies and procedures to enhance the Group's operational efficiency, including the enhancement of the Conflict of Interest Policy &amp; Procedure to improve conflict management within the Group.</li> </ul>
People	<ul style="list-style-type: none"> <li>Reviewed Senior Management succession planning.</li> <li>Reviewed 2024 Restricted Share Unit ("RSU") Award.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Approved changes to Senior Management's composition and succession planning, with several members taking on additional roles to enhance leadership, streamline decision-making, and ensure continuity.</li> <li>✓ Awarded the 2024 RSU Award to eligible executive directors and employees of the Group.</li> </ul>
Audit, Risk and Internal Control	<ul style="list-style-type: none"> <li>Reviewed the Group and businesses' key risk profiles.</li> <li>Reviewed IA plans, reports and budget, and External Audit Reports.</li> <li>Reviewed Group compliance updates.</li> <li>Reviewed and approved Business Continuity Management ("BCM") Policy Statement &amp; Framework.</li> <li>Received updates on cybersecurity risks.</li> <li>Received recommendation on the reappointment of external auditors.</li> <li>Reviewed Directors' conflict of interest situations.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Considered effectiveness of the risk management and internal control system.</li> <li>✓ Deep dive analysis of the Group's key risks and risk appetite, providing valuable insights into strategic decisions.</li> <li>✓ Received insights and observations on compliance matters, ensuring adherence to regulations and policies, and reducing legal and operational risks.</li> <li>✓ Received updates on the BCM programme implementation ensuring the Group is prepared for potential disruptions, safeguarding people, assets, and continuity of operations.</li> <li>✓ Reviewed the Cybersecurity Roadmap to enhance the security posture of the Group.</li> <li>✓ Reappointment of external auditors submitted to shareholders for approval.</li> <li>✓ Approved the approach and recommendations of the AC regarding the resolution of conflicts of interest situations.</li> </ul>



Topic	Board activity	Key decisions/outcomes
Composition, succession, evaluation and remuneration	<ul style="list-style-type: none"> <li>Reviewed Board renewal, re-election, and appointments.</li> <li>Reviewed Board Succession Plan.</li> <li>Reviewed Board Committees' composition.</li> <li>Reviewed Board Effectiveness Evaluation ("BEE") and actionable improvement plan.</li> <li>Reviewed Board development plan.</li> <li>Reviewed Executive Directors and Senior Management remuneration packages.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Undertook several key actions, including Board renewal, re-election, and appointment, as recommended by the NRC.</li> <li>✓ Appointed Mr Lim Poh Seong as new Independent Non-Executive Director and member of AC.</li> <li>✓ The BEE concluded that the Board, its committees and the Chairman continued to operate effectively throughout the year.</li> </ul>
Sustainability	<ul style="list-style-type: none"> <li>Reviewed Sustainability Policy, strategies and progress.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Reviewed the Group's sustainability strategies and progress to ensure alignment with Yinson's 30 by 30 targets.</li> </ul>
Operations	<ul style="list-style-type: none"> <li>Received quarterly updates from respective businesses.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Ensured continuous performance monitoring and assessment to identify trends, address issues promptly, and make informed decisions to drive the Group's strategic goals and operational efficiency.</li> </ul>

## MEETINGS AND ATTENDANCE FOR FY2025

The table below shows the attendance of the Board and Committee members during the year.

Name	General Meeting	Board	AC	BRSC	NRC
Mr Lim Han Weng	1/1	10/10	-	-	-
Mr Lim Chern Yuan	1/1	10/10	-	4/4	-
Tan Sri Dato' (Dr) Wee Hoe Soon @ Gooi Hoe Soon	1/1	9/10	7/7	4/4	5/5
Mdm Bah Kim Lian	1/1	10/10	-	-	-
Dato' Mohamad Nasir bin Ab Latif	1/1	10/10	7/7	4/4	-
Datuk Abdullah bin Karim	1/1	9/10	7/7	4/4	5/5
Raja Datuk Zaharaton binti Raja Zainal Abidin	1/1	9/10	7/7	4/4	5/5
Puan Sharifah Munira bt. Syed Zaid Albar	1/1	10/10	-	-	5/5
Mr Gregory Lee	1/1	7/10	-	3/4	-
Puan Fariza binti Ali @ Taib	1/1	10/10	-	-	-
Mr Lim Poh Seong <sup>1</sup>	-	3/3	-	-	-
Mr Lim Han Joe <sup>2</sup>	1/1	5/5	-	-	-

 Chairman

<sup>1</sup> Appointed as Independent Non-Executive Director w.e.f. 15 October 2024 and as an AC member on 13 December 2024.

<sup>2</sup> Retired as Non-Independent Non-Executive Director w.e.f. 16 July 2024.

## BOARD-LEVEL ROLES

The roles of the Chairman and the Group CEO are separate and clearly defined in the Board Charter, summarised as follows:

### Chairman

- Lead the Board and its overall effectiveness in directing the Company.
- Promote a culture of openness and inclusion, and facilitating and encouraging open constructive challenge and debate between Directors.

### Senior Independent Non-Executive Director

- Serve as a sounding board for the Chairman and a trusted intermediary for other Directors and shareholders when necessary.
- Act as an alternate contact person for shareholders or other stakeholders for matters that cannot be resolved via normal channels of contact with either the Chairman or Group CEO.

### Independent Non-Executive Director

- Provide objective and independent views and advice to safeguard the interests of the Company and minority shareholders.
- Provide a broader view, independent assessments and opinions on Management proposals and strategies.

### Non-Independent Non-Executive Director

- Monitor the Company's performance by overseeing Management's performance.
- Leverage their vast experience to constructively challenge and contribute to the development of the Company's strategies.

### Group CEO

- Formulate and implement the Group's business strategies.
- Oversee implementation of policies and decisions adopted by the Board.
- Supervise day-to-day management, operations and business development of the Group.

## GOVERNANCE RESOURCES

The Board periodically reviews the Group's internal policies and frameworks to enhance governance and oversight. These include the Code of Conduct and Business Ethics ("COBE") Policy & Procedure, Anti-Bribery and Anti-Corruption ("ABAC") Policy & Procedure, and Whistleblowing Policy & Procedure, which are available on our corporate website.

During FY2025, the Company enhanced its Conflict of Interest Procedure to improve governance practices and align with regulatory expectations. This bolstered stakeholder confidence and assured compliance with Bursa Malaysia Listing Requirements ("Listing Requirements"), which emphasise transparency and accountability in addressing conflicts of interest. The revised Conflict of Interest Policy & Procedure provides a structured framework for effective identification, disclosure, and management of conflicts of interest at all levels within Yinson.

Yinson's policies serve as guiding principles, ensuring ethical conduct, transparency, and accountability across the organisation's activities worldwide.

## SUSTAINABILITY GOVERNANCE

Our commitment to driving the sustainability agenda from the top is reaffirmed through the role of the BRSC. The BRSC's primary purpose is to ensure the Group's strategic plans support long-term value creation and sustainability goals through the incorporation sustainability considerations.

The MSC's TOR outlines its responsibilities in overseeing the implementation of the Group's ESG framework, strategy, priorities, targets and policies, ensuring alignment between sustainability initiatives with its commitment to sustainability.

 *Sustainability Review, pg 75 to 110.*



*Scan for more information on Yinson's Climate Report.*

## BOARD COMPOSITION AND INDEPENDENCE

The Board consists of eleven members, with three Executive Directors, one Non-Independent Non-Executive Director (NINED) and seven Independent Non-Executive Directors ("INEDs"). To ensure a clear division of responsibilities, the Chairman and Group CEO have well-defined roles and responsibilities outlined in the Board Charter, which can be found on our corporate website.

As at 31 January 2025, 63.64% of the Board comprised of INEDs, which met the requirement of having a majority of independent directors.

In determining independence, Independent Directors must be able to provide objective challenges to the Management and be willing to defend their views in the best interest of the Group. Additionally, there should be no business or other relationships likely to affect, or which could appear to affect their judgment.

Following FY2025 BEE, all INEDs were declared independent and free from any business or other relationship which could interfere with their ability to exercise independent judgment or act in the best interests of the Group.

As at the date of this Statement, all INEDs have a tenure not exceeding nine years. The Board recognises that maintaining an appropriate balance and mix of skills, knowledge, experiences, backgrounds, and gender is essential to its effectiveness.

 Board of Directors, pg 111.

## BOARD DIVERSITY

The Company is committed to reflect the diversity of our workforce in Board and Senior Management composition. The Board and Senior Management are dedicated to creating an inclusive work environment that encourages members from diverse backgrounds, perspectives and skills to work together towards a common objective. The Diversity, Equality & Inclusion ("DEI") Policy & Procedure is available on our corporate website.

We firmly believe that diversity is essential for business success. As of now, the Company has achieved 36% female representation on the Board. We remain dedicated to advancing in this area, including increasing female representation on our Senior Management.

## BOARD INDUCTION

To ensure directors are fully equipped with the knowledge and skills to effectively execute their roles, new members receive personalised inductions, tailored to their experience, background and understanding of the Group's operations and environment. This programme includes direct interactions with Senior Management to foster a firsthand understanding of our operations, access to past Board and other key governance papers, and other pertinent materials.

A tailored induction programme was arranged for Mr Lim Poh Seong upon his appointment on 15 October 2024. This programme included one-on-one sessions with the Chief Executive Officers of respective businesses and Heads of Departments, providing an overview of Yinson's business functions. Sessions with the Internal and External Auditors were organised to support his role as a member of the AC, equipping him with essential knowledge and resources to effectively fulfil his responsibilities.

## BOARD DEVELOPMENT

The Board consistently receives updates to strengthen understanding and expertise of our business and its regulatory environment, prioritising alignment with evolving standards. The Board participates in various training programmes covering sustainability, board leadership, governance, risk management, strategy, finance, and industry outlook. The details of the training courses attended by the Board in FY2025 are disclosed in the CG Report, available on our corporate website.

During FY2025, the Company organised the following bespoke in-house training sessions for the Board:

### *Navigating the grey areas: Ethics and conflict of interest in modern governance*

Provided guidance on ethical governance, focusing on leadership, corporate culture, conflict of interest management, and the use of technology to support responsible business practices.

### *Yinson AI Governance for Board and Senior Management*

Outlined key insights into AI's impact on governance, risk, and talent, covering AI trends, risk management strategies, and a crisis simulation while focusing on driving AI adoption and supporting responsible, sustainable practices.

As part of the individual director's contribution to the board evaluation process, the Board is invited to pinpoint any skill or knowledge gaps they wish to address. Based on their input, we are developing a comprehensive training programme focused on emerging topics and thematic issues vital for the Board's awareness. Topics include, among others:

- Global industry trends in the Group's operating sectors.
- Energy transition strategies and opportunities, including the areas of Green energy.
- Cybersecurity.

## BOARD MEETINGS AND ACCESS TO INFORMATION

Directors are supplied with relevant information and reports, enabling informed decisions to be made and responsibilities to be effectively discharged. A comprehensive annual calendar is curated to offer a holistic view of the Board's annual activities. This calendar is shared with the Board and Senior Management by the end of the third quarter of each financial year, ensuring their time is prioritised to focus on the most material strategic and business-critical items, including items reserved for its own decision-making.

Meeting notices and papers, wherever possible, are uploaded to a secure digital meeting software and disseminated to Board and Board Committee members at least seven days prior, allowing convenient direct access and sufficient time to review, consider and prepare for the meetings. The deliberations and decisions of the Board and Board Committees are minuted and circulated for confirmation/notation. The Board has direct access to the Senior Management and Company Secretaries and may obtain independent professional advice, if necessary, as outlined in the Board Charter.

## NOMINATING AND REMUNERATION

The NRC, composed of all INEDs, holds the primary responsibility for overseeing the appointment process to the Board and Senior Management, ensuring the implementation of orderly succession plans. The NRC also reviews remuneration policies for the Board, its Committees, and Senior Management to maintain competitiveness, appropriateness, and alignment with market practices. Key activities of the NRC in FY2025 are as follows:

### 1 Nominating related matters

- Recommended the re-appointment and re-election of Directors at the Annual General Meeting ("AGM").
- Recommended the appointment of a new Director and additional member to the Board Committees.
- Reviewed the succession planning and changes in Board and Senior Management composition.

### 2 Remuneration related matters

- Reviewed and recommended payment of Directors' fees and benefits.
- Reviewed and assessed Senior Management's key performance indicators and performance.
- Reviewed Executive Directors and Senior Management remuneration packages.
- Reviewed and approved the grant of 2024 RSU under the Employees' Share Scheme 2023 ("ESS2023").

### 3 Board Effectiveness Evaluation

- Reviewed/recommended the assessment tool and approach for BEE with respect to the performance of the Board, individual directors and Board Committees, including the outcome of the exercise.
- Reviewed/recommended action plans in response to the outcomes of the BEE, including the proposed Board Development Plan.

## Board succession planning and appointments

The NRC regularly reviews the balance of skills, knowledge, experience, and length of service of Board members in accordance with recommendations of MCCG 2021 and the Corporate Governance Guide (4<sup>th</sup> Edition) of Bursa Malaysia Securities Berhad.

The NRC focuses on the strategic composition of the Board, adding factors as they evolve. This strategy includes both quantitative and qualitative principles, considering:

- Objective criteria and merit, with due regard for diversity in skills, qualifications, experiences, core competencies, ethnicity, age, cultural background and gender.
- Composition and the tenure of directors to achieve a balanced composition.

- Composition of skill matrix to strengthen board leadership and sustainability oversight.
- Fit & Proper assessment.
- His/her existing board positions.
- His/her integrity and governance practices.
- Style and fit with Yinson culture, which emphasises openness and transparency.

In 2025, Yinson will see the departure of INEDs who have served highly successful 9-year terms. The Board, through the NRC, embarked on a succession process in early 2024, appointing external consultants support with identifying new candidates based on criteria set by the NRC. The target was to appoint one INED in 2024, following the agreed optimum succession timing. The consultants conducted a thorough global search, focusing on key talent pools in Malaysia, Southeast Asia, and the Pacific region. From an extensive candidate list, shortlisted individuals underwent several interviews before the final interview with the NRC, which then made its recommendation to the Board. The appointment process was conducted independently and transparently, upholding the highest standards of governance.

Following this process, the Board welcomed Mr Lim Poh Seong as a new INED in FY2025. Mr Lim Poh Seong brings valuable expertise, extensive board experience, and a deep understanding of Malaysia's corporate accounting and governance regulations. The Board believes that Mr Lim Poh Seong will complement the Board with his depth of expertise, insight and knowledge.

The NRC also reviewed the composition of the Board Committees and recommended the appointment of Mr Lim Poh Seong as a member of the AC.

The search for a diverse pool of directors continues to intensify, particularly in light of the upcoming departure of INEDs. This effort aims to further strengthen the board's capabilities and perspectives by bringing in fresh insights and expertise, thereby enhancing the board's overall effectiveness and governance.

## Management succession planning

During the year, the NRC reviewed and recommended succession plans for management. This included assessments of strengths, leadership capabilities, and potential, as well as suitability and readiness to undertake expanded roles. As a result, several Senior Management members took on additional roles to leverage their leadership capabilities, streamline decision-making, and ensure continuity in critical areas. This approach has also facilitated the development of the next layer of leadership, preparing future leaders to step into key positions and sustain organisational growth.

## Board effectiveness

The Board, through NRC, annually evaluates the effectiveness of the Board as a whole, the performance of the Chairman and individual Directors, including INEDs, identifying areas for improvement.

Every three years, the NRC obtains an independent perspective on the Board's effectiveness, comparing its performance against peer boards and best practices. An external firm conducted the BEE in FY2023. In FY2025, the evaluation was facilitated by the Group Chief Human Resources Officer and Company Secretary, in consultation with the Chairman of the NRC. The FY2025 BEE also assessed how key actions from the FY2024 BEE were implemented.

Overall, the BEE was positive, indicating that the Board, Board Committees and individual directors were effective in discharging their roles.

Responses to the self-assessment questionnaire process is summarised below:

Areas of assessment	Commentary and priorities for action
Board's strategic focus and future planning	<p>The Board agreed that sufficient time was dedicated to strategic direction and future-focused discussions, addressing critical issues and opportunities.</p> <p>The Board provided input on focus areas for the upcoming year, including strategic business direction, financial and project management, medium- and long-term Group strategy, talent management, technology advancements, and sustainability.</p>
Board composition and dynamics	The Board agreed that its composition includes a diverse range of knowledge, skills, experience, and independence.
Board succession plan	The Board is satisfied with the succession planning for members, ensuring alignment with the Company's long-term goals.
Leadership	The Board agreed that the Chairman leads meetings well, focusing on the material issues facing the organisation and allowing full and open discussion before major decisions are taken.
Board governance, oversight and processes	The Board meets corporate governance standards and has established processes to fulfil its duties and responsibilities. They are satisfied with the oversight of businesses, ensuring focus on financial performance, strategic initiatives, and risk management.
Board orientation, development, and administration	<p>The Board is satisfied that new members receive adequate orientation to contribute effectively. The Board also noted the NRC's recommendations for enhancing Directors' development programmes.</p> <p>Areas to enhance Board support were identified, focusing on streamlining board papers to include only essential information for efficient decision-making and ensuring timely submission of papers by contributors.</p>
Board Committees	The Board is pleased with the diverse skills and expertise represented across each committee. These committees consistently deliver valuable recommendations that contribute to informed decision-making.
Individual directors	<p>The review confirmed that all directors were contributing effectively to the Board and demonstrated the expected level of commitment to their roles.</p> <p>The Board was also satisfied that all INEDs met the independence criteria set out in the assessments.</p> <p>The outcomes of these assessments formed the basis of the NRC's recommendations to the Board for the re-appointment or re-election of Directors at the Company's AGM.</p>

The Board conducted annual conflict of interest declarations to uphold transparency and trust within the organisation, with all members adhering to the Conflict of Interest Policy & Procedure.

From the observations of the review process, recommendations in accordance with best practices were put forward to the Board, to maintain the Board's strong performance and value creation.



## Remuneration of directors

The NRC reviews the remuneration policy for its Directors to ensure competitive and appropriate compensation for Board members and committees. This effort is driven by the dynamic regulatory landscape and the Group's expanding global and operational complexities. In FY2024, an independent consulting firm was appointed to review the Directors' fees and benefits, affirming that the existing fee structure adequately rewards Board Members.

For FY2025, the structure of fees and meeting allowances payable to the Directors of the Company remains unchanged as follows:

Type of fees	(RM)
<b>Board fee</b>	
Non-Executive Director/Independent Director	200,000/annum
Chairman of the Board	60,000/annum
Executive Director	50,000/annum
<b>AC fee</b>	
Chairman fee	40,000/annum
Member fee	25,000/annum
<b>BRSC &amp; NRC fees</b>	
Chairman fee	30,000/annum
Member fee	20,000/annum
<b>Meeting Attendance Allowance for General Meeting, Board Meeting or Board Committees Meeting</b>	2,000 per meeting attended
<b>Directors' Training</b>	900,000/year*

Note: \* Annual training budget for the Board as a whole.



Scan for more information on the Board remuneration, found in Yinson's CG Report.

## Remuneration of Senior Management

In consideration of the competitive landscape, the Board made a strategic decision to disclose the remuneration of the Senior Management on a Group basis for FY2025. While acknowledging the recommended practice outlined in the MCCG 2021, the Board believes that full individual disclosure could potentially disadvantage the Group in the fiercely competitive market.

## B

## Effective audit and risk management

## FINANCIAL REPORTING

The Board is responsible for effective risk management for the Group including determining its risk appetite, identifying key strategic and emerging risks, and reviewing the risk management and internal control framework. The AC and BRSC support the Board by assessing the effectiveness of these processes, relying on Company-specific internal control mechanisms to prepare this Integrated Annual Report and Accounts. The Board and Committees receive regular management reports, including analysis of results, forecasts and comparisons with last year's results, and assurance from the external auditor.

The AC is kept fully informed of all new legislation, International Financial Reporting Standards ("IFRS") advice and best practices, MCCG 2021 disclosure requirements and transparency rules. Before the full-year results, the AC and Board receive periodic Management reports on the effectiveness of internal control over financial reporting. The Company has specific internal mechanisms that govern the financial reporting process and the preparation of the Integrated Annual Report and Accounts. The AC ensures accurate, timely financial results and effective implementation of accounting standards and judgements, including ongoing concerns and viability. Our financial processes include a range of system, transactional and management oversight controls. Detailed business monthly management reports include results analyses, budgets, forecasts and comparisons to previous years.

## RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for maintaining and reviewing the effectiveness of our risk management activities from strategic, financial, and operational perspectives.

Our risk management process identifies, assesses, responds to, reports on and monitors risks that threaten our ability to achieve our strategy and objectives within our risk appetite. The process for identifying, evaluating and managing our principal and emerging risks was in place for the financial year and up to the date of approval of this Report. The BRSC considers emerging risks as part of its regular risk management update.

The Company follow the Three Lines of Defence approach to risk management. Risks are owned and managed within the business and reviewed at least quarterly. The Governance team reviews risks and controls, including those relating to information security, compliance and business continuity. IA assesses our risks and controls independently and objectively, feeding results into our reporting cycle through risk management governance structures.

Risk management is essential in our global, innovation-driven business. It creates long-term shareholder value and protects our business, people, assets, capital and reputation. It operates at all levels throughout the organisation, across regions, business activities and operational support functions.

Our approach encourages clear decisions about which risks we take and how we manage them, based on their potential impact on customers, financials, regulations, consumers, legal matters and reputational. As risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, they can provide reasonable but not absolute assurance against material financial misstatement or loss.

## C

## Integrity in corporate reporting and meaningful relationship with stakeholders

The Board recognises its responsibility to understand the interests and concerns of each stakeholder group and endeavours to engage with empathy and openness to identify shared objectives in the decision-making process. Management teams routinely engage with their stakeholders at business level, escalating critical issues to the Board, utilising structured reporting channels to provide feedback and outcomes which are incorporated into the decision-making of the Board and its Committees. The Board acknowledges it cannot meet every stakeholder's preference but strives to balance their competing interests in a manner aligned with our values and purpose, business conduct and the sustained long-term success of the business.

The Board proactively incorporates external perspectives, through guest speakers, dedicated training sessions and organisational deep dives, to enrich its deliberations and reinforce governance best practices throughout the year. This process helps to identify our key stakeholder groups.

This section outlines Yinson's ten key stakeholder groups and details targeted engagement activities alongside their outcomes and impacts on both business operations and Board decision-making.

## APPROACH TO STAKEHOLDER ENGAGEMENT

### S1 Bankers & lenders

Financial institutions that support our business growth and expansion through financial capital and advisory services. Yinson's principal bankers and financiers are disclosed in our Corporate Information section.

#### Yinson's value proposition

- Business excellence.
- Sustainable financial and growth performance.

#### Stakeholder importance

- Bankers and lenders are our main external source of capital to fund projects and other growth initiatives so we can continue to deliver value and services effectively to our stakeholders.

#### Frequency and methods of engagement

- **Daily:** Yinson website and social media.
- **Regularly:** One-on-one engagement, communication and dialogue.
- **Based on need:** Roadshows, site visits, and stakeholder engagement events.

#### Key areas of concern and management approach



#### Overview of Yinson's response

- Committed to Climate Goals with strategies and targets outlined in our Climate Report.
- Integration of finance and strategy functions, optimising financial risk management, balancing risk and reward for sustainable growth and stakeholder value.
- Driving long-term value creation through strategic investor partnerships, Mergers & Acquisitions ("M&A") and disciplined portfolio management.
- Establish robust governance structures, policies and procedures, with extensive compliance programmes and training on topics including COBE, ABAC, whistleblowing and sanctions.

### S2 Clients & customers

Parties who pay us for services and goods rendered. Our client and customer profiles vary across businesses due to the differing natures of these businesses as explained in our business model.

#### Yinson's value proposition

- Professional services as an energy solutions provider.
- Reliable and high-performance products and services.
- Efficient and tailored energy solutions that support clients' business strategies.

#### Stakeholder importance

- Our clients and customers play a central role in our business success, contributing to our financial stability through long-term contracts that support sustainable growth and long-term value creation.

#### Frequency and methods of engagement

- **Daily:** Scheduled reports, Yinson website, social media and product branding.
- **Regularly:** One-on-one engagements, communication and dialogue.
- **Monthly:** Milestone meetings and updates.
- **Based on need:** Kick-off meetings, continuous engagement, roadshows, site visits, industry events and exhibitions, and stakeholder engagement events.

#### Key areas of concern and management approach



#### Overview of Yinson's response

- Strict adherence to all relevant environmental management standards.
- Effective environmental data and performance management, transparent disclosures and independent assurance and verification.
- Our businesses work together to address the energy trilemma.
- Leverage digitalisation and technologies to enhance competitiveness, efficiency, and sustainability.
- Maintain a comprehensive Health, Safety and Environment ("HSE") governance framework, including policies, training, audits, and emergency response plans.
- Strong governance in project management to ensure minimal project and operation disruptions.
- Robust governance structures, policies and procedures, with compliance programmes on topics including COBE, ABAC, whistleblowing and sanctions.
- Robust supplier social assessments and engagements to uphold human rights, labour rights and ethical business practices.

## S3 Crew

The personnel who work onboard our FPSOs, which include both permanent and contractual workers.

### Yinson's value proposition

- Stringent HSE programmes to protect the well-being of our people.
- Inclusive, fair and equal employment opportunities and work packages.

### Stakeholder importance

- We rely on the crew's skills and performance for ongoing operations and success of our offshore assets.

### Frequency and methods of engagement

- **Daily:** YNet, on-the-job learning and communication.
- **Regularly:** Crew activities, training and development programmes, management visits, business-wide town halls, safety drills and inspections.
- **Monthly:** Shipboard safety meetings.
- **Quarterly:** Group-wide town halls.

### Key areas of concern and management approach



### Overview of Yinson's response

- Active investment in renewable energy, transport electrification, and low-carbon FPSO solutions, positioning ourselves as key players in the energy transition.
- Address environmental concerns through the implementation of waste management strategies, and environmental training programmes for employees.
- Maintain a comprehensive HSE governance framework, including policies, training, audits, and emergency response plans.
- Build internal competencies through training and upskilling programme, as well as regular performance and career development reviews.
- Human & Labour Rights ("HLR") and DEI policies and initiatives.
- Enhance business ethics awareness with compliance programmes and training.
- Integrate digital and operational technologies onboard, where applicable.

## S4 Employees

The personnel who work in our onshore offices and carry out duties and responsibilities to meet our stakeholder commitments.

### Yinson's value proposition

- Inclusive, fair, and equal employment opportunities.
- Attractive and competitive work and reward packages for mutual value creation.
- Strong prospects for career growth and learning opportunities.
- Champions employee well-being through holistic health and wellness initiatives.

### Stakeholder importance

- We rely on our skilled and high-performing workforce to drive value creation and execute our business strategy.

### Frequency and methods of engagement

- **Daily:** YNet, on-the-job learning, and communication.
- **Regularly:** Office-wide town halls, focused small group discussions, pulse engagement surveys, continuous performance & feedback, and employee activities.
- **Quarterly:** Group-wide town halls.
- **Biannual:** Employee performance review.
- **Based on need:** Focus groups, family-friendly offices and activities, training and development programmes, and Culture and Values workshops.

### Key areas of concern and management approach



### Overview of Yinson's response

- Maintain a comprehensive HSE governance framework, including policies, training, audits, and emergency response plans.
- Robust HLR and DEI policies and initiatives.
- Build internal competencies through training, upskilling and regular performance and career development reviews.
- Ensuring equity, transparency and competitiveness in compensation and benefits under Yinson's Total Rewards Strategy project.
- Develop and implement business strategies, and prudent financial management based on robust policies, processes, and risk management frameworks.
- Strong compliance culture at every level, enhanced by awareness programmes and training.
- Integrate digital and operational technologies onboard, where applicable, to optimise efficiency and productivity.
- Integrate digital tools and innovations to enhance employee engagement and streamline processes.

**S5 Governments & regulatory bodies**

Public organisations or government agencies that are responsible in regulating our business activities.

**Yinson's value proposition**

- Consistent and strong regulatory compliance for better market growth.
- Tax payments in all jurisdictions of our operations.
- Promote long-term and sustainable economic development.

**Stakeholder importance**

- A strong relationship with governments and regulatory bodies allows us to be updated on the latest regulations and to ensure the business is operating within compliance requirements.

**Frequency and methods of engagement**

- **Daily:** Compliance with applicable legislation, submission of reports, Yinson website and social media, regular engagement, communication, and dialogue.
- **Regularly:** Participation in government and regulatory events and competency trainings.
- **Based on need:** Consultation on regulatory matters, announcements and disclosures, work and resident permit issuances, kick-off meetings, engagement and clarification meetings, and audits and inspections.

**Key areas of concern and management approach****Overview of Yinson's response**

- Committed to Climate Goals with strategies and targets outlined in our Climate Report.
- Work with like-minded organisations to address the energy trilemma and ensure an inclusive future.
- Biodiversity Policy to drive biodiversity initiatives across the Group.
- Robust frameworks across Tax, Treasury, Finance, HSE, HLR and DEI, driven by experienced personnel and digital platforms.
- Strong compliance culture at every level, enhanced by awareness programmes and training.
- Engagement in local and global organisations to stay ahead of regulatory developments and adopt industry best practices.
- Robust supplier social assessments and engagements to uphold human rights, labour rights, and ethical business practices.

**S6 Industry**

Industry peers, strategic alliances, industry partners and partner research institutes that contribute to the progress and development of collective concerns and interests, including ESG matters.

**Yinson's value proposition**

- Contribution of knowledge, skills, resources and connections for industry development and areas of collective concern.

**Stakeholder importance**

- Contribution of knowledge, skills, resources and connections for Yinson's development and long-term sustainability.

**Frequency and methods of engagement**

- **Regularly:** Active memberships in strategic alliances, participation as exhibitors and speakers at industry conferences, features, editorials, advertisements in industry publications, and networking events.
- **Daily and based on need:** Kick-off meetings, discussions and update meetings, working group meetings, site visits, signing, launch and other milestone ceremonies, joint press conferences, and marketing events.

**Key areas of concern and management approach****Overview of Yinson's response**

- Work with like-minded organisations to address the energy trilemma and ensure an inclusive future.
- Invest in developing an ecosystem of solutions to support clients' decarbonisation ambitions.
- Establish strategic alliances where we champion shared areas of concern such as sustainability, technologies, economic development, and the environment.
- Actively engage with research institutions to develop robust, relevant and safe technologically-advanced solutions.
- Actively participate in and champion knowledge-sharing and industry-building activities.
- Maintain a comprehensive HSE governance framework, including policies, training, audits, and emergency response plans to ensure the highest standards of safety and operational integrity.
- Robust HLR and DEI policies and initiatives.
- Robust supplier social assessments and engagements to uphold human rights, labour rights, and ethical business practices.



## S7 Investors & Shareholders

Our investors and shareholders are individuals, companies or institutions that own shares in Yinson.

### Yinson's value proposition

- Business excellence.
- Sustainable financial and growth performance.
- Sustainable shareholder returns.

### Stakeholder importance

- Investors and shareholders provide financial capital for our sustainable growth.

### Frequency and methods of engagement

- **Daily:** Investor Relations web portal, Yinson website and social media, regular engagement, communication, and dialogue.
- **Regularly:** Investor conferences and roadshows, one-on-one engagements.
- **Quarterly and based on need:** Quarterly Reports, analyst briefings, press releases, announcements to relevant stock exchanges.
- **Yearly:** Annual Reports, Sustainability reports, AGMs.
- **Based on need:** Extraordinary general meetings ("EGM"), circulars, and investor engagement surveys.

### Key areas of concern and management approach



### Overview of Yinson's response

- Committed to Climate Goals with strategies and targets outlined in our Climate Report.
- Active investment in renewable energy, transport electrification and low-carbon FPSO solutions, positioning ourselves as key players in the energy transition.
- Integrating ESG principles into all facets of our business for long-term sustainability and business resilience.
- Strict adherence to all relevant environmental management standards.
- Cross functional collaboration between all departments to enable procurement teams to have a holistic view of the market and industry.
- Driving long-term value creation through strategic investor partnerships, M&A and disciplined portfolio management.
- Robust governance structures, policies and procedures, with compliance programmes on topics including COBE, ABAC, whistleblowing and sanctions.
- Transparent and responsible financial practices, policies, processes and governance.

## S8 Local Communities

These are the communities in the local areas where we operate.

### Yinson's value proposition

- Sustainable operations driven by safety and environmental excellence.
- Socio-economic contributions for social and community developments.
- Energy security.

### Stakeholder importance

- Strong ties with local communities enhance our reputation, drive shared prosperity, and enable us to build meaningful relationships and deliver positive social and environmental impacts where we operate.

### Frequency and methods of engagement

- **Daily:** Yinson website and social media.
- **Regularly:** CSR activities, engagement with local vendors, local trainee programmes, press releases, and community development programmes.

### Key areas of concern and management approach



### Overview of Yinson's response

- Committed to Climate Goals with strategies and targets outlined in our Climate Report.
- Biodiversity Policy to drive biodiversity initiatives across the Group.
- Strict adherence to all relevant environmental management standards.
- Integrated Health, Safety, Security, Environment and Quality ("HSSEQ") Management system that ensures the health and safety of our personnel, minimises environmental impacts and supports the well-being of local communities.
- CSR initiatives to uplift local communities and protect the local environment.
- Robust supplier social assessments and engagements to uphold human rights, labour rights, and ethical business practices.
- Cross functional collaboration between all departments to enable procurement teams to have a holistic view of the market and industry.

**S9 Equity Partners**

These are Yinson's business partners who own equity in our assets, projects, and platforms.

**Yinson's value proposition**

- Knowledge, expertise, and experience in the delivery of responsible energy solutions.
- Disciplined business and financial management.
- Collaborative, innovative, and tailored solutions to capitalise on market growth.

**Stakeholder importance**

- Long-term strategic partnerships to leverage each other's unique strengths for sustainable growth and continuous value creation.

**Frequency and methods of engagement**

- **Daily:** Regular engagement, communication, and dialogue.
- **Regularly:** Site visits, stakeholder engagement events, collaboration on announcements, and press releases.

**Key areas of concern and management approach****Overview of Yinson's response**

- Work with like-minded organisations to address the energy trilemma and ensure an inclusive future.
- Committed to Climate Goals, with strategies and targets outlined in our Climate Report.
- Effective environmental data and performance management, transparent disclosures and independent assurance and verification.
- Integrated HSSEQ Management system aligning with International Safety Management ("ISM") Code, International Ship and Port Security ("ISPS") Code and ISO certifications. Performance benchmark with International Association of Oil & Gas Producers ("IOGP").
- Robust supplier social assessments and engagements to uphold human rights, labour rights, and ethical business practices.
- Build internal competencies through training, upskilling and regular performance and career development reviews.
- Develop and implement business strategies, and prudent financial management based on robust policies, processes, and risk management frameworks.
- Adoption of technologies and processes to streamline operations to ensure they use available resources efficiently.
- Strong business teams to enable agile and prudent decision-making to ensure efficient use of resources.
- Strong compliance culture at every level, enhanced by awareness programmes and training.

**S10 Suppliers**

These are the parties that Yinson pays to deliver products, services, and commitments.

**Yinson's value proposition**

- Cooperate and collaborate to unlock new value and innovations.
- Advocacy and engagement on ESG and sustainability matters.
- Timely and competitive payment terms and practices.
- Long-term collaborative relationship.

**Stakeholder importance**

- We engage with suppliers who deliver high-quality goods and services to facilitate Yinson's value creation.

**Frequency and methods of engagement**

- **Daily:** Yinson website and social media, regular engagement, communication, and dialogue.
- **Regularly:** Supplier events, trainings or workshops, supplier relationship meetings, business review sessions, strategic events, supplier town halls.
- **Based on need:** Tenders and requests for proposals, ESG screening, site audits, and Vendor Registration Platform ("VRP").

**Key areas of concern and management approach****Overview of Yinson's response**

- Committed to Climate Goals, with strategies and targets outlined in our Climate Report.
- Work with like-minded organisations to address the energy trilemma and ensure an inclusive future.
- Active investment in renewable energy, transport electrification, and low-carbon FPSO solutions, positioning ourselves as key players in the energy transition.
- Effective environmental data and performance management, transparent disclosures and independent assurance and verification.
- Adoption of technologies and processes to streamline operations to ensure they use available resources efficiently.
- Maintain a comprehensive HSE governance framework, including policies, training, audits, and emergency response plans to ensure the highest standards of safety and operational integrity.
- Robust HLR and DEI policies and initiatives.

# OTHER COMPLIANCE INFORMATION

## 1. STATUS OF CORPORATE PROPOSALS AND UTILISATION OF PROCEEDS

### Private Placement and Utilisation of Proceeds

On 29 March 2024, the Company completed the Private Placement of 120,000,000 ordinary shares at an issue price of RM2.36 per placement share. The Company raised RM283.2 million in proceeds from this energy transition placement exercise. The proceeds from this exercise were utilised to expand the Company's renewables and green technology businesses, while strengthening the Group's equity and capital base.

The details of the utilisation of the proceeds as at 29 May 2025 are as follows:

Utilisation of Proceeds	Intended timeframe for utilisation*	Proposed utilisation RM million	Actual utilisation <sup>#</sup> RM million	(Over)/ Unutilised amounts RM million
Expansion of renewable energy and green technology businesses	Within 18 months	281.4	276.6	4.8
Estimated expenses for the Private Placement	Within 1 month	1.8	1.7	0.1
General working capital			4.9	(4.9)
<b>TOTAL</b>		<b>283.2</b>	<b>283.2</b>	<b>-</b>

Notes:

\* From 29 March 2024 (being the date of completion of the Private Placement).

# From 29 March 2024 to 29 May 2025.

## 2. AUDIT AND NON-AUDIT FEES

The amount of audit and non-audit fees paid to the Company's External Auditors, PricewaterhouseCoopers PLT and its affiliates for the services rendered to the Group and the Company for FY2025, are as follows:

Particulars	Group RM'000	Company RM'000
Audit Fees	8,104	529
Non-Audit Fees	3,133	70
Percentage of Non-Audit Fees over Audit Fees	39%	13%

The Non-Audit services rendered by the External Auditors related to the following:

### Group Level

No.	Description	RM'000
1.	Tax Compliance	1,106
2.	Financial Advisory	262
3.	Tax Consultancy	1,079
4.	Assurance Related Services	288
5.	Others	398

### Company Level

No.	Description	RM'000
1.	Tax Compliance	68
2.	Tax Consultancy	2

### 3. MATERIAL CONTRACTS INVOLVING DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

During FY2025, none of the Company and/or its subsidiaries have entered into material contracts (not being contracts entered into in the ordinary course of business) involving interests of Directors and Major Shareholders of Yinson.

### 4. MATERIAL LITIGATION

- a. Change in law claim by Rising Sun Energy (K) Private Limited ("RSEK"), an indirect subsidiary of the Company, held via YR Nokh Pte Ltd, against NTPC Limited ("NTPC") and Chhattisgarh State Power Distribution Company Limited ("Chhattisgarh")

RSEK entered into a power purchase agreement dated 30 March 2021 ("the PPA") with NTPC whereby RSEK was commissioned to develop a solar power generating system for the supply of power to Chhattisgarh. Due to various changes in law resulting in increase in the rate of goods and services tax and imposition of basic customs duty for which RSEK under the PPA is entitled to compensation, RSEK filed a petition dated 14 July 2022 to Central Electricity Regulatory Commission ("CERC") at New Delhi, India, the mandated body to decide on such matter, seeking for an order for compensation amounting to Indian Rupee (INR) 3.6 billion (approximately RM184 million) plus carrying costs.

On 19 May 2024, CERC issued its order stating among others, that RSEK is entitled to compensation on account of the change in law corresponding to the mutually agreed project capacity under the PPA by way of an increase in tariff, and payment of carrying cost by way of a lump sum. The parties are to carry out reconciliation of additional expenditures on account of the change in law along with incurred carrying cost. Following reconciliation of the costs, the net present value awarded to RSEK equalled around INR 4 billion (approximately RM204 million), in majority payable as increase in the tariff under the PPA and a smaller part payable as lump sum.

Following the order, NTPC commenced payment of the increase in tariff ordered by CERC on account of the change in law due to the increase in the rate of goods and services tax and imposition of basic customs duty, but not on account of the carrying costs.

On 31 May 2024, Chhattisgarh has filed an appeal to Appellate Tribunal for Electricity ("APTEL") in respect of the CERC order arguing that the order must be set aside. The first hearing of the appeal was held on 18 June 2024 where APTEL refused to hear the appeal on an urgent basis. The parties to the appeal have later provided written submissions in respect of the appeal and also, upon APTEL's request, made an effort to reconcile the total amount of the carrying costs. The parties did not succeed in agreeing a reconciled amount. On 30 January 2025, APTEL, as an interim measure, without prejudice to the final hearing of the case, ordered that RSEK shall be entitled to an increase in the tariff under the PPA towards the payment of carrying costs, taking effect from February 2025, in addition to the already increase in tariff ordered by CERC on account of the change in law due to the increase in the rate of goods and services tax and imposition of basic customs duty. The basis for the increased tariff related to the carrying costs is a total amount of around INR 540 million (approximately RM28 million) vs. the amount of around INR 600 million (approximately RM31 million) claimed by RSEK. In the same interim order, APTEL permitted Chhattisgarh to file an amended appeal and RSEK to respond to such appeal. Final hearing of the appeal has not yet been scheduled.

- b. Change in law claim by Chhattisgarh against RSEK and NTPC

On 29 July 2024, Chhattisgarh filed a petition to CERC at New Delhi, India, the mandated body, seeking a declaration that an abolition of a safeguard duty with effect from 30 July 2021 is a change in law event and seeking compensation from RSEK of INR 918 million (approximately RM47 million) plus carrying costs. Chhattisgarh is arguing that RSEK has benefitted from this change in law event. The first hearing by CERC of Chhattisgarh's petition was held on 14 January 2025 under which RSEK and NTPC were permitted to file comprehensive replies to the petition. RSEK filed its reply on 18 February 2025 arguing that the petition should be rejected, i.e. as the abolition of the safeguard duty does not constitute a change in law event, there is no contractual relationship between Chhattisgarh and RSEK and furthermore as the petition is barred by time. The case is progressing with the parties exchanging pleadings.

### 5. RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

All recurrent related party transactions ("RRPTs") are dealt with in accordance with the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and a summary of RRPT Register is tabled for AC's review and monitoring on a quarterly basis.

All relevant processes and procedures are for ensuring that all related party transactions are monitored and conducted in a manner that is fair and at arms' length. Directors and Major Shareholders who have interests in a transaction will abstain from deliberating and voting on the transaction at Board meetings and general meetings.

# STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL

**The Statement is made under Paragraph 15.26 (b) of the Bursa Securities MMLR. It aligns with the MCGG 2021, where the Board of Directors are required to make a statement about the state of risk management and internal control of the listed issuer of a Group.**

## BOARD'S RESPONSIBILITIES

Yinson's Board recognises the importance of maintaining sound risk management processes and internal control practices to safeguard stakeholders' interests, including the Group's reputation, shareholder returns, and assets. The Board affirms its overarching responsibility for establishing and maintaining a robust risk management and internal control system, ensuring its adequacy in identifying, assessing, evaluating, and addressing risks that could materially impact the Group's ability to achieve its strategic objectives.

In assessing the effectiveness of risk management and internal control across the Group, the Board is assisted by the BRSC and Board Audit Committee ("BAC"). These committees oversee and ensure that the updated Enterprise Risk Management ("ERM") Framework is implemented effectively and consistently, supported by comprehensive internal control processes and procedures designed to manage risks across the Group.

The Board adopts a proactive approach to safeguarding Yinson's interests in joint ventures and associated companies. It leverages its representatives and implements monitoring controls within these entities to promptly identify and address potential issues. However, it is vital to recognise the inherent limitations of any risk management system, which can only provide reasonable rather than absolute assurance against material errors, misstatements, fraud, or unforeseeable circumstances.

## BOARD RISK & SUSTAINABILITY COMMITTEE'S RESPONSIBILITIES

The BRSC, chaired by an Independent Non-Executive Director, convenes every quarter to assess the effectiveness of the Group's risk management process. During these meetings, the BRSC reviews matters related to risk management activities, evaluates the reports generated, and analyses new and emerging risks along with the corresponding actions and mitigation plans to address identified risks.

The BRSC's duties and responsibilities are guided by its TOR, which is readily accessible on Yinson's corporate website.

## MANAGEMENT & SUSTAINABILITY COMMITTEE'S RESPONSIBILITIES

The MSC is tasked with implementing the policies and procedures established by the Board to ensure robust risk management and control processes while embedding sustainability considerations into the Group's operations. Within their respective areas of responsibility, MSC members collectively ensure that all identified risks are effectively managed within acceptable thresholds.

The Group CEO oversees the day-to-day management of risks. At the same time, the business CEOs represent the Group CEO's responsibilities across respective businesses. The MSC's responsibilities include, but are not limited to the following:

- Formulate relevant risk policies, procedures, and frameworks to manage these risks per the Group's risk appetite;
- Design, assist and implement the effective risk management and internal control system to ensure that standardised methodology is used throughout the Group;
- Monitor and ensure that remedial action plans are taken to mitigate the likelihood and the impact of the risk from escalating further;
- Communicate the requirements of the ERM Policy Statement and Framework and ensure continuous enhancement of ERM annually or as and when required;
- Ensure that the ERM reports are submitted to BRSC/Board promptly and flash reports are submitted in the event of any new risk(s) that require urgent attention; and
- Review the ERM Policy Statement and Framework and consider adopting the best practices based on the corporate governance framework.

## RISK GOVERNANCE & OVERSIGHT

The Governance, Risk and Compliance ("GRC") Department is entrusted with establishing, coordinating, and implementing the Group's ERM Policy Statement and Framework to ensure that internal risk management processes remain current and sufficiently robust to manage risks effectively. Additionally, the GRC Department diligently monitors and reports key risk issues to the MSC and escalates them to the BRSC every quarter. Yinson's ERM Policy Statement and Framework is designed to systematically identify, evaluate, monitor, and manage risks faced by the Group.



The risk governance structure ensures effective risk identification and escalation mechanisms, equipping the Board with comprehensive and timely assurance of the key risks and controls. It clearly delineates roles and responsibilities across each line of defence. It also ensures the seamless implementation of the updated ERM Policy Statement and Framework.

## ENTERPRISE RISK MANAGEMENT

### Enterprise Risk Management process

The Group ERM Policy Statement and Framework is meticulously aligned with the globally recognised ISO 31000:2018 Risk Management Guidelines, ensuring a structured and integrated approach to managing risks across the Group. This alignment underscores the Group's commitment to achieving its strategic objectives while safeguarding its assets, reputation, and stakeholder value. The key elements of aligning with ISO 31000 include:

- **Three Lines of Defence Model:** The framework adopts this model to delineate clear responsibilities across operational, oversight, and assurance roles, ensuring comprehensive risk governance.
- **Risk Integration into Strategic Planning:** The framework embeds risk considerations into decision-making processes, reflecting ISO 31000's emphasis on integrating risk management into all organisational activities.
- **Continuous Monitoring and Improvement:** In line with ISO 31000's iterative process, the framework emphasises ongoing risk monitoring, review, and adaptation to address the dynamic risk landscape.

### Development of controls

The ERM framework prioritises robust control mechanisms to address identified risks effectively. The development of controls follows a methodical approach:

1. **Identification of key controls:** Controls are identified based on their ability to comprehensively address root causes and mitigate risks. These controls are categorised into:
  - **Preventive Controls:** Designed to preclude the occurrence of risks (e.g., cybersecurity awareness training, environmental screenings).
  - **Detective Controls:** Focused on identifying risks post-occurrence (e.g., compliance audits, Key Risk Indicators).
  - **Corrective Controls:** Aim to reduce the impact of materialised risks (e.g., insurance programmes, disaster recovery plans).
2. **Assessment of control effectiveness:** Controls are evaluated for their design, implementation, and impact on mitigating risks, classified as:
  - **Effective:** Fully address risk vulnerabilities and function consistently.
  - **Moderately Effective:** Address aspects of risk but require enhancement.
  - **Ineffective:** Provide minimal mitigation and necessitate significant improvement.

3. **Implementation and testing:** Controls are integrated into operational processes and subjected to regular testing to ensure functionality and reliability.
4. **Review and adaptation:** Regular assessments and updates of controls ensure alignment with evolving risks and organisational objectives.

### Risk treatment process

Yinson's risk treatment process is integral to its ERM framework, which is aligned with globally recognised standards to ensure a systematic and effective approach to managing residual risks. The methodology is designed to evaluate and address risks in a manner that aligns with the Group's defined risk appetite and strategic objectives.

### Key risk treatment strategies

1. **Avoidance**  
Certain risks are mitigated by discontinuing or refraining from activities that give rise to the identified risk. This approach is applied selectively to ensure that risk avoidance does not inadvertently lead to missed opportunities or increased risks.
2. **Acceptance**  
When risks are retained, a thorough cost-benefit analysis encompassing financial and non-financial factors supports the decision. This strategy is employed when the residual risks are within acceptable thresholds, and the potential rewards justify retention.
3. **Modification**  
Risks are mitigated by reducing their likelihood (pre-event measures), actual impact (post-event measures), or both. Examples include implementing enhanced controls, adopting new technologies, or improving processes to strengthen resilience.
4. **Sharing**  
Transferring risks to third parties through mechanisms such as subcontracting, joint ventures, partnerships, outsourcing, or insurance allows for the effective distribution of risk exposure. Such measures are often accompanied by associated costs, such as insurance premiums or contractual agreements.

### Governance of residual risks

Risks beyond the Group's defined risk appetite are assessed and managed through a structured governance process. Where avoidance or transfer options are impractical, residual risks are evaluated based on risk-return trade-offs and strategic objectives. Continuous monitoring, modification through action plans, and reporting to relevant oversight bodies ensure that such risks are managed within an acceptable framework.

## Monitoring and assurance

The GRC department facilitates developing and reviewing action plans for risk treatment. These plans are closely monitored and escalated to the MSC and BRSC as necessary. This structured approach ensures that all root causes and controls are addressed comprehensively.

This structured and methodical risk treatment process reflects Yinson's commitment to proactive risk management and its ongoing dedication to safeguarding stakeholders' interests while aligning with international best practices.

## RISK APPETITE STATEMENT

This section outlines Yinson's risk appetite, which defines the level of risk the Group is prepared to accept to achieve its strategic objectives and business goals. The risk appetite reflects the commitment to balancing risk and opportunity, ensuring sustainable growth while safeguarding stakeholders' interests.

Key areas	Risk appetite
<b>Strategic</b>	Yinson is committed to pursuing innovative growth opportunities and strategic ventures, accepting a low to medium level of residual risk, provided these align with our long-term goals and do not jeopardise our core business stability and integrity.
<b>Financial</b>	Yinson adopts prudent financial risk management, balancing risk and reward for sustainable growth and stakeholder value. We focus on maintaining financial stability and managing credit, liquidity, and market risks within low to medium levels.
<b>Environment &amp; sustainability</b>	Yinson is committed to minimising its environmental footprint and promoting sustainable practices. We have zero tolerance for risks that lead to significant environmental harm or non-compliance with sustainability regulations.
<b>Compliance &amp; regulatory</b>	Yinson is committed to upholding the highest compliance and regulatory adherence standards. We have zero tolerance towards any legal, financial, or reputational damage and strive to ensure continuous alignment with evolving regulatory landscapes, maintaining transparency in our operations and fostering a culture of ethical conduct and compliance throughout the organisation.
<b>Operations</b>	Yinson is committed to operational excellence and maintains a balanced approach, aiming for low- to medium-risk tolerance on our standard operations. We strive to continuously improve our processes, systems and controls to minimise disruptions and ensure robust project execution and business continuity.
<b>Health &amp; safety</b>	Yinson is committed to maintaining the highest standards of health and safety in all aspects of our operations. We have a zero-tolerance policy towards compromising on safety protocols and employee well-being. Yinson strives to keep all health and safety risks as low as reasonably practicable and ensures strict adherence to industry standards and regulatory requirements.
<b>Reputation</b>	Yinson is committed to maintaining and enhancing our reputation as a trustworthy, ethical, and reliable entity across all our business practices and stakeholder interactions, with a low tolerance for risks that could lead to a loss of trust or damage to our reputation.
<b>Technology &amp; cybersecurity</b>	Yinson is committed to maintaining a robust and secure technological environment. Yinson encourages the adoption of innovative technologies along with stringent controls to drive business growth, tolerating low to medium risk but not at the expense of compromising critical systems' integrity or data security.

## KEY ACTIVITIES IN FY2025

### ERM Framework review

The Group has updated its ERM Framework to enhance relevancy, accountability, and alignment with its decentralised structure. The ERM Policy Statement has been refined to emphasise proactive risk management, calculated risk-taking, and continuous improvement. Risk appetite definitions have been broadened with measurable thresholds, while the three lines of defence have been distinctly outlined, ensuring clear accountability across risk-taking units, GRC functions, and IA.

Other enhancements include a streamlined risk escalation process for immediate action on material risks and standardised parameters for assessing risk impact based on disruption and recovery efforts. Additionally, processes for control effectiveness, emerging risks, and scenario planning have been formalised, with updates to roles, reporting structures, and governance frameworks to support sustainability goals and organisational growth.

## Consolidation of climate risks into ERM risk Profile

During FY2025, we achieved a significant milestone in our risk management approach by integrating our previously distinct risk profiles for enterprise risks and climate risks into a unified framework. This integration reflects the organisation's growing risk management maturity and aligns with best practices for holistic risk oversight. By combining these profiles, we have enhanced our ability to identify interdependencies between enterprise and climate risks, providing the Board and management with a more comprehensive view of the organisation's risk landscape. This integrated approach strengthens our decision-making processes, ensuring resilience and sustainability while safeguarding stakeholders' interests and long-term business objectives.

## Revision of risk reporting

A revision in the escalation of risk matters was introduced to strengthen the organisation's risk management framework and better align it with strategic objectives. This enhancement prioritises broader risk awareness by expanding oversight beyond the key risks, allowing the Board to better understand the Group's overall risk landscape. This broader focus ensures that critical risks, including emerging and long-term risks, are effectively identified and managed.

The revision also emphasises a proactive approach to risk management by monitoring a wider range of key risks. This enables the organisation to adopt more focused and timely mitigation strategies, enhancing resilience. Furthermore, more precise definitions of risk ownership and accountability have been established to improve the risk assessment and reporting process, fostering a culture of accountability across all levels of the organisation. Ultimately, these refinements ensure that risk management supports achieving the Group's strategic goals.

## Business continuity management

The company undertook a comprehensive BCM journey to enhance operational resiliency during the year. A BCM consultant was appointed to provide expertise alongside the designation of Business Continuity ("BC") Coordinators across key functions. Engagement programmes were conducted for Senior Management and BC Coordinators to foster understanding and commitment to BCM objectives.

Workshops focused on key deliverables, including Risk and Threat Assessments (RTA), Business Impact Assessments (BIA), Business Continuity Strategy (BCS), and the development of departmental and Group-level BCP. The Crisis Management Plan ("CMP") was reviewed, and a Group Crisis Communication Plan was established to ensure cohesive response strategies during emergencies. Following thorough evaluation, all plans were finalised and approved, reflecting the company's commitment to safeguarding its operations and ensuring preparedness against potential disruptions.

## Yinson's key risks FY2025

### Project execution risk

FY2025 proves Yinson's ability to take on successive projects concurrently across its FPSO, renewables, and green technologies businesses. FPSO projects are particularly complex, capital-intensive undertakings with inherent risks of budget overruns, delays, and operational challenges. For Yinson, any deviation in project timelines or costs can significantly affect profitability and stakeholder confidence. These risks are particularly pronounced during the construction phase, where supply chain disruptions, fluctuating material costs, and regulatory changes can create unforeseen challenges. Yinson employs robust project management practices to mitigate risks, including fixed-price contracts, comprehensive procurement policies, and regular project reviews. These measures ensure adherence to timelines and budgets while maintaining high-quality standards. Additionally, Yinson's focus on securing long-term charters and collaborating with experienced contractors further reduces exposure to project risks. By embedding rigorous risk management into its project execution framework, Yinson is better positioned to deliver its projects while maintaining operational and financial discipline.

### Cybersecurity risk

In an increasingly digitalised operational environment, Yinson faces heightened risks of cyberattacks targeting critical assets, operational data, and intellectual property. FPSOs, for example, rely on advanced digital systems for monitoring and performance optimisation; any cybersecurity breach could disrupt operations, compromise safety, and result in reputational damage. Yinson has implemented a comprehensive cybersecurity framework to address these risks, including Mobile Device Management (MDM) to secure remote access, Data Loss Prevention ("DLP") systems to safeguard sensitive information, and restricted USB access to mitigate external threats. These controls are complemented by regular employee training programmes and simulated cyberattack exercises to strengthen organisational awareness and response capabilities. Yinson's proactive stance on cybersecurity ensures the resilience of its digital infrastructure and reinforces stakeholder confidence in the Company's ability to protect its critical assets in an increasingly interconnected world.

### Corporate funding risk

Corporate funding risk is a critical consideration for Yinson, given the capital-intensive nature of its FPSO projects and renewable energy ventures. The Company's ability to secure adequate and cost-effective funding is essential for maintaining financial health, executing growth strategies, and fulfilling its long-term contractual obligations. This risk is heightened by external factors such as fluctuating interest rates, tightening credit markets, and evolving ESG expectations from financiers, which could influence funding availability and terms.

To mitigate these risks, Yinson adopts a diversified funding approach, combining equity financing, long-term debt, and green bonds aligned with its sustainability initiatives. Strong relationships with financial institutions, supported by a proven track record of timely debt servicing and project execution, further bolster lender confidence. In addition, Yinson's disciplined financial management ensures optimal capital allocation and liquidity planning.

### Country risk

Operating in diverse jurisdictions exposes Yinson to political, economic, and regulatory risks that could affect its FPSO and renewable energy projects. Political instability, currency fluctuations, and sudden regulatory changes in host countries can disrupt operations, delay project timelines, or impact financial returns. For instance, offshore oil & gas developments often involve navigating complex regulatory landscapes, while renewable energy projects may face changing subsidy frameworks or land-use restrictions. To mitigate these risks, Yinson adopts a robust country risk management process, which includes in-depth market research and diversification of operational geographies. Engagement with local stakeholders and governments also ensures compliance and fosters strong relationships in host countries. By embedding a proactive approach to country risk management, Yinson safeguards its operations, supports project continuity, and sustains its long-term growth objectives across global markets.

### Energy transition risk

Yinson faced challenges in navigating the global shift towards a low-carbon economy and has proactively implemented measures like the Internal Carbon Pricing pilot programme and explored technologies such as carbon capture and storage ("CCS"). Recent developments in the energy sector indicate a shift in the perceived urgency of energy transition risks. Major oil & gas companies are re-evaluating their commitments to reducing oil & gas output. Concurrently, major financial institutions are reassessing their climate-related obligations in the wake of policy changes of world leaders who have withdrawn from climate action networks such as the Net Zero Banking Alliance. This trend reflects a broader deprioritisation of climate goals within the financial sector, potentially easing external pressures related to the energy transition. Based on these shifts, the current landscape suggests a reduced external impetus for rapid decarbonisation. It would be prudent for Yinson to reassess the classification of the energy transition as a key risk, potentially adjusting it to reflect a moderate level moving forward.

## CORPORATE COMPLIANCE

The Corporate Compliance function was established to oversee the compliance initiatives, compliance monitoring reviews and reports to the BRSC and Board of Directors. The following subsections describe policy initiatives aimed at strengthening our Corporate Compliance Framework.

### Compliance Management System

Yinson Corporate Compliance function has embarked on an exercise to leverage software solutions across various aspects of its Compliance Framework scope in its day-to-day operations. At this juncture, the Corporate Compliance function is implementing the following Compliance Management System ("CMS") modules:

1. Independent Whistleblowing Channel.
2. Third-Party Due Diligence.
3. Training Module for External Parties.

The CMS initiative was established with the Corporate Compliance function being cognisant of the need to undertake the scope of the Compliance Framework at hand by efficiently utilising available resources (i.e. Corporate Compliance team members available) and leveraging CMS solutions available in the market. With this approach, Corporate Compliance can optimise and find the right balance between available resources and process automation for groupwide implementation.

The implemented CMS is also scalable to meet future compliance requirements, optimise the available resources, and provide IT solutions to assist corporate compliance work Group-wide more efficiently.

## Whistleblowing

Yinson encourages all stakeholders including business partners, the general public, employees, third parties and suppliers to raise genuine concerns about suspected or possible misconduct, namely violations of Yinson's COBE, improprieties in matters of financial reporting, non-compliance with laws and regulations, non-compliance with Yinson's policies & procedures as well as disclosing any improper conduct or other malpractices within Yinson without fear of unfair treatment or reprisal.

The Whistleblowing Policy & Procedure was established in 2018 and has been regularly updated since then, with the latest revision in 2023. Yinson has enhanced the overall whistleblowing process by implementing the following initiatives:

- Deploying an independent Whistleblowing Channel whereby a independent service provider that is unrelated to Yinson will receive all cases escalated by internal and external stakeholders.
- Making the Whistleblowing Channel available in multiple languages to handle escalated reports. This is important as it ensures that whistleblowers can submit reports in languages other than English, preventing anyone from feeling unable to escalate issues.
- Keeping the Whistleblowing Channel accessible 24 hours a day, seven days a week. This is important as Yinson operates globally. With this, whistleblowing reports can be escalated at any time.
- Improving accessibility to employees within the Group's intranet, YNet.
- Hosting the Whistleblowing Policy & Procedure on our corporate website for our external stakeholders.
- Incorporating whistleblowing information in Yinson's ABAC Online Training Module, which is assigned to all employees.
- Sending communication memos on whistleblowing to our third parties.
- Placing whistleblowing posters in common areas around the offices in countries where Yinson operates.
- Sending surveys to third parties relating to the Anti-Bribery Management System ("ABMS"), including whistleblowing awareness.

Within three working days from the receipt of the complaint, the Whistleblowing Incident Report will be prepared and submitted to the AC Chairperson (the Senior Independent Non-Executive Director), who will review and evaluate the Incident Report independently and fairly concerning all parties involved and provide protection for those who report allegations in good faith.

Below are the general steps that Yinson undertakes when a whistleblowing report is received:

1. The Prescribed Officer prepares the Incident Report and submits it to the AC Chairperson within three working days.
2. The AC Chairperson, also the Senior Independent, Non-Executive Director, reviews the Incident Report and decides the next steps, which may include conducting an investigation.
3. The Whistleblowing Investigation Team conducts the investigation and prepares an investigation report.

4. The AC Chairperson reviews the investigation report and makes the final decision.
5. Yinson undertakes the necessary actions per the final decision of the AC Chairperson.
6. The Prescribed Officer communicates the final decision to the whistleblower.

The Independent Whistleblowing Channel is available on our corporate website for external stakeholders and Yinson's employee intranet, YNet for internal stakeholders. Workplace-related grievances, typically employee complaints about workplace conditions, interpersonal relationships, or management decisions that are perceived to affect their welfare, are also received via the Independent Whistleblowing Channel. However, these are addressed through internal HR grievance mechanisms, which are designed to provide a structured approach for resolving such matters effectively and confidentially.

## ISO 37001:2016 ABMS recertification

In August 2024, Yinson Holdings Berhad ("YHB") and Yinson Production Offshore Pte Ltd ("YPOPL") were successfully recertified with the prestigious ISO 37001:2016 ABMS certification by Bureau Veritas, one of the world's leading internationally accredited certification bodies. Achieving this recertification reaffirms YHB and YPOPL's unwavering commitment to integrity and transparency. It signifies that both entities have successfully implemented the required systems and processes to ensure full compliance with the ISO 37001:2016 standard—an internationally recognised benchmark for preventing, detecting, and responding to bribery.

The ABMS framework ensures that Yinson's operations are fortified with robust anti-bribery policies, controls, and procedures that extend across internal practices and external business relationships. This certification confirms that Yinson proactively safeguards against bribery and corruption, fostering a culture of ethical business practices across the organisation. This recertification is valid for a period of three years, from 2024 to 2027.

## INTERNAL AUDIT AND CONTROLS

The Group maintains an independent IA Department that updates the Board, through the AC, on the adequacy and effectiveness of the Group's internal control and management information systems. Internal audit engagements are conducted according to a mandated discipline audit cycle to attain business insights and gain access to competencies to support the control assessment needs of the Group. IA adopts a risk-based approach when formulating and executing the internal audit plan, covering the Group's businesses and functions. IA reports the outcome of its audit and the status of management's action plans to the AC quarterly.



## BOARD'S COMMENTARY

For the financial year under review and up to the date of approval of this statement for inclusion in the Annual Report, the Board considers the system of risk management and internal controls described in this Statement to be satisfactory and has not led to any material losses, contingencies, or uncertainties, ensuring that risks are reasonably managed within the context of the Group's business environment. The Board is not aware and nor has it been made aware of any material weaknesses or lapses in the internal control system of the Group occurring within the financial year under review and up to the date of approval of this statement for inclusion in the annual report.

The Board has received assurance from the CEO and Group Chief Financial & Strategy Officer that the Group's risk management and internal control system is operating adequately and effectively in all material aspects, based on the risk management and internal control systems of the Group. The Board and MSC also confirm that having reviewed the audited financial statement for FY2025 on 29 May 2025, no adverse auditor opinion or material restatements were observed for the financial year ending 31 January 2025.

The Board and MSC will continue to take measures to strengthen the Group's risk management and internal control system.

## REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

As required by Paragraph 15.23 of the Listing Requirements, the external auditors have reviewed this Statement under the scope set out in the Audit and Assurance Practice Guide ("AAPG") 3: Guidance for Auditors on Engagements to Report on the Statement on Risk Management & Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants ("MIA"). AAPG 3 does not require the external auditors to consider whether this Statement covers all risks and controls or to form an opinion on the adequacy and effectiveness of the risk management and internal control systems of the Group, including the assessment and opinion by the Board of Directors and management thereon. The external auditor is also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the annual report will, in fact, remedy the issues.

This Statement on Risk Management & Internal Control was made per a resolution of the Board on 29 May 2025.

# REPORT ON AUDIT COMMITTEE

The Board is pleased to present the Report on AC for FY2025 in accordance with Paragraph 15.15 of the Bursa Securities MMLR.

## TERMS OF REFERENCE

The duties and responsibilities of the AC are set out in its TOR which is available on the Company's website at [www.yinson.com](http://www.yinson.com).



Scan to view our TOR.

## COMPOSITION AND MEETINGS

The AC met seven times in FY2025. The composition of the AC and attendance of each member at the AC meetings are as follows:

<b>Tan Sri Dato' (Dr) Wee Hoe Soon @ Gooi Hoe Soon</b> <i>Chairman, Senior Independent Non-Executive Director</i>	<b>Raja Datuk Zaharaton Binti Raja Zainal Abidin</b> <i>Member, Independent Non-Executive Director</i>	<b>Datuk Abdullah Bin Karim</b> <i>Member, Independent Non-Executive Director</i>	<b>Dato' Mohamad Nasir Bin Ab Latif</b> <i>Member, Independent Non-Executive Director</i>	<b>Lim Poh Seong</b> <i>Member, Independent Non-Executive Director</i>
<i>Date of appointment</i> 11 August 2016	<i>Date of appointment</i> 11 August 2016	<i>Date of appointment</i> 16 October 2018	<i>Date of appointment</i> 1 October 2020	<i>Date of appointment</i> 13 December 2024
<i>Meetings attended</i> 7/7 (100%)	<i>Meetings attended</i> 7/7 (100%)	<i>Meetings attended</i> 7/7 (100%)	<i>Meetings attended</i> 7/7 (100%)	<i>Meetings attended</i> N/A

All members of the AC are financially literate and able to understand all matters under their purview including financial reporting processes. AC Chairman, Tan Sri Dato' (Dr) Wee Hoe Soon @ Gooi Hoe Soon, is a member of the MIA and Malaysian Institute of Certified Public Accountants.

AC meeting notices, reports, and papers, wherever possible, are uploaded to a digital meeting software and disseminated to AC members at least seven days before meetings, providing the AC with relevant facts and analyses to facilitate effective discussion and decision-making processes.

At the meetings, the AC reviews compliance matters, internal controls, financial reporting, business and corporate proposals, and internal and external audit functions within the Group. The Chairman of the AC reports to the Board on the activities and significant matters discussed at each AC meeting. Minutes of meetings are recorded by the Corporate Secretary.

To avoid conflicts of interest, AC members are required to declare interests that they may have in the subject matters arising during meetings. Any AC member who has a conflict of interest will be excluded from deliberations and decision-making in such matters and will also abstain from voting on the related resolutions at AC/Board/general meetings of the Company.

## SUMMARY OF WORK PERFORMED

In FY2025, the AC carried out its duties in accordance with its TOR and the activities are summarised as follows:

### a) Compliance and internal control

- Evaluated the overall adequacy and effectiveness of the Group's internal controls system and management information system through review of the work performed by both internal and external auditors.
- Reviewed the extent of compliance with established internal policies, standards, plans, procedures, laws and regulations.

### b) Financial reporting

- Reviewed the unaudited quarterly financial results and annual audited financial statements of the Group, before recommending them for the Board's approval.
- The AC's review focused on significant audit and accounting matters highlighted, including Management's judgments, estimates, and assessments.
- Discussed the application of major accounting policies and practices to ensure that the Group's financial statements had been prepared in compliance with approved accounting standards.

**c) Internal audit**

- Reviewed and approved the annual internal audit plan proposed by Group Internal Audit ("GIA") Department.
- Reviewed and approved GIA's staffing requirements and budget to ensure adequacy of resources and competencies within GIA.
- Discussed with the internal auditors on risk considerations, scope of work, functions, adequacy and competency of resources and co-ordination with external auditors.
- Conducted four private sessions with internal auditors in March, June, September, and December 2024, without the presence of Executive Directors and/or Management.
- Reviewed the reports prepared by GIA on the state of internal control and efficiency of the audited coverage scope of the Group.
- Monitored the outcome of the audits and follow-up audits conducted to ascertain all agreed action plans were adequately implemented and recommended to Board on additional measures as deemed fit.
- Assessed the performance of GIA and reviewed its effectiveness in the audit process.

**d) External audit**

- Discussed with the external auditors the annual audit plan, nature and scope of audit as well as audit procedures, prior to the commencement of audit.
- Conducted two private sessions with external auditors in to be consistent with the internal audit wordings it should be March and September 2024, without the presence of Executive Directors and/or Management.
- Reviewed the external auditors' audit findings for the financial year under review.
- Reviewed with the external auditors the Statement on Risk Management & Internal Control ("SORMIC") of the Group for inclusion in the Annual Report.
- Reviewed the overall performance of the external auditors, including assessment of their independence, technical competency, resources and reasonableness of their audit fees and non-audit fees.

**e) Other matters**

- Reviewed and endorsed the Report on AC and SORMIC for inclusion in the Annual Report.
- Reviewed and monitored the Conflict of Interest ("COI") situations and RRPTs. During FY2025, a COI situation has occurred, involving certain directors of the Group engaging in a competing business. The AC has conducted a comprehensive review of the situation and implemented targeted measures to manage the COI. The COI was subsequently resolved on 31 January 2025 through divestment of the competing business by the Group.
- Reviewed and recommended the dividend pay-out.

**INTERNAL AUDIT FUNCTION**

The GIA function is carried out by an in-house internal audit team comprising of six members in FY2025. In February 2025, an additional member has been appointed dedicated to identifying process optimisation within the Group.

The GIA function provides independent assurance to the AC on the adequacy and effectiveness of the Group's risk management, internal control and governance processes implemented by Management. GIA reports functionally to the AC and administratively to the Group CEO to maintain its impartiality and objectivity.

The GIA function is guided by the Internal Audit Charter approved by the AC and performs internal audit reviews in accordance with the principles of the International Professional Practice Framework, set forth by the Institute of Internal Auditors.

GIA carried out audits according to the internal audit plan which had been approved by the AC. Internal audits were carried out to provide assurance that internal controls are established and operating as intended to achieve effective and efficient operations while adhering to applicable policies, guidelines and procedures.

GIA conducted independent reviews and risk exposure evaluations relating to the operations and management information system. In performing such reviews, recommendations for improvements and enhancements to the existing internal control system and work processes were made.

During FY2025, a total of nine internal audit reports, incorporating audit findings, audit recommendations and management's responses, were issued to the AC and the Management of the respective businesses. The Management is responsible for ensuring that corrective and/or improvement actions are taken within the stipulated timeframe and all findings identified by GIA are tracked and followed up on a quarterly basis with the status of the implementation reported to the AC accordingly.

The internal audit activities carried out in accordance with the approved internal audit plan for FY2025 were in the following areas:

**Corporate and businesses (Finance)**

- Budgeting coordination among the Group, the subsequent monitoring and reporting processes.

**Corporate (Group Information Technology)**

- Governance, control and monitoring of IT assets and management of IT third-party vendors.

**Corporate and businesses (Corporate Sustainability)**

- Governance and progress of the Group's mandated key ESG initiatives.

**Corporate (Group Human Resources)**

- Corporate governance on payroll operations.

**Yinson Production**

- Budgeting and pricing management during tendering phase.
- Operations management relating to supply chain processes, maintenance works, charter contract compliance monitoring and compliance to country specific laws and regulations.

**Yinson Renewables**

- Revenue and receivables processes and the associated cost allocation method adopted.
- Corporate governance on payroll operations.

**Yinson GreenTech**

- Charger installation program and execution management.

In FY2025, the Chairman of the AC highlighted the key audit issues and recommended the decision and resolutions made at the AC meetings for the approval of the Board.

The total cost incurred for maintaining the IA function for the financial year under review was approximately RM2.04 million. This Report on AC was made in accordance with the approval of the Board on 29 May 2025.

## STATEMENT ON DIRECTORS' RESPONSIBILITY

The Directors are required to prepare financial statements which give a true and fair view of the financial position of the Group and of the Company as at 31 January 2025, and of the results and cash flows of the Group and of the Company for the financial year then ended, in accordance with the requirements of Malaysia Financial Reporting Standards ("MFRS"), IFRS and the requirements of Companies Act 2016.

In preparing the financial statements, the Directors have:

- used appropriate accounting policies that are consistently applied.
- made judgments and estimates that are prudent and reasonable with advice from certain industry professionals where applicable.
- ensured that all applicable MFRS and IFRS reporting requirements have been followed.
- prepared the financial statements on a going concern basis.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and of the Company.

The Directors are also responsible for safeguarding the assets of the Group and the Company by taking reasonable steps for preventing and detecting of fraud and other irregularities.