

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the THIRTY SECOND ANNUAL GENERAL MEETING ("32<sup>nd</sup> AGM") of YINSON HOLDINGS BERHAD ("YHB" OR THE "COMPANY") will be held at **The Gardens Ballroom, Level 5, The Gardens Hotel & Residences, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia** ("Main Venue") and virtually by way of electronic means via the **Boardroom Smart Investor Portal ("BSIP")** at <https://investor.boardroomlimited.com> ("Online Platform") on **Friday, 25 July 2025 at 10.00 a.m.** or any adjournment thereof, to transact the following businesses:

## AGENDA

### AS ORDINARY BUSINESS

- |    |   |   |
|----|---|---|
| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 January 2025 together with the Reports of the Directors and Auditors thereon.  | <b>Please refer to Note 1 of the Explanatory Notes</b>                                  |
| 2. | To approve the payment of the following Directors' fees for the financial year ended 31 January 2025:   | <b>Please refer to Note 2(i) of the Explanatory Notes</b>                               |
|    | (i) RM60,000.00 for Mr Lim Han Weng   | <b>Ordinary Resolution 1</b>  |
|    | (ii) RM70,000.00 for Mr Lim Chern Yuan  | <b>Ordinary Resolution 2</b>  |
|    | (iii) RM280,000.00 for Tan Sri Dato' (Dr) Wee Hoe Soon @ Gooi Hoe Soon  | <b>Ordinary Resolution 3</b>  |
|    | (iv) RM50,000.00 for Madam Bah Kim Lian   | <b>Ordinary Resolution 4</b>  |
|    | (v) RM255,000.00 for Dato' Mohamad Nasir bin Ab Latif   | <b>Ordinary Resolution 5</b>  |
|    | (vi) RM200,000.00 for Puan Fariza binti Ali @ Taib  | <b>Ordinary Resolution 6</b>  |
|    | (vii) RM265,000.00 for Datuk Abdullah bin Karim   | <b>Ordinary Resolution 7</b>  |
|    | (viii) RM275,000.00 for Raja Datuk Zaharaton binti Raja Zainal Abidin   | <b>Ordinary Resolution 8</b>  |
|    | (ix) RM220,000.00 for Puan Sharifah Munira bt. Syed Zaid Albar  | <b>Ordinary Resolution 9</b>  |
|    | (x) RM220,000.00 for Mr Gregory Lee   | <b>Ordinary Resolution 10</b>   |
|    | (xi) RM62,979.00 for Mr Lim Poh Seong   | <b>Ordinary Resolution 11</b>   |
|    | (xii) RM91,257.00 for Mr Lim Han Joeh   | <b>Ordinary Resolution 12</b>   |
| 3. | To approve the payment of Directors' benefits of up to RM1,356,000.00 for the period from 26 July 2025 until the conclusion of the next Annual General Meeting of the Company to be held in 2026.   | <b>Ordinary Resolution 13<br/>(Please refer to Note 2(ii) of the Explanatory Notes)</b> |
| 4. | To re-elect Mr Lim Han Weng who is retiring by rotation in accordance with Clause 96 of the Constitution of the Company and being eligible, has offered himself for re-election.  | <b>Ordinary Resolution 14<br/>(Please refer to Note 3 of the Explanatory Notes)</b>     |
|    | Dato' Mohamad Nasir bin Ab Latif, who retires by rotation in accordance with Clause 96 of the Company's Constitution and is approaching the completion of his nine-year term limit as an Independent Director, will retain office until the conclusion of the 32 <sup>nd</sup> AGM. |   |
|    | Mr Gregory Lee, who also retires by rotation in accordance with Clause 96 of the Company's Constitution, has expressed his intention not to seek for re-election. Hence, he will retain office until the conclusion of the 32 <sup>nd</sup> AGM.                                    |   |

5. To re-elect Mr Lim Poh Seong who is retiring by rotation in accordance with Clause 101 of the Constitution of the Company and being eligible, has offered himself for re-election.
6. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 January 2026 and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 15**  
(Please refer to Note 3 of the Explanatory Notes)

**Ordinary Resolution 16**  
(Please refer to Note 4 of the Explanatory Notes)

## AS SPECIAL BUSINESS

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

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

**Ordinary Resolution 17**  
(Please refer to Note 5 of the Explanatory Notes)

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

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

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

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

**Ordinary Resolution 18**  
(Please refer to Note 6 of the Explanatory Notes)

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

- (i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company as at any point of purchase; and

- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase,

**("Proposed Share Buy-Back").**

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

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

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

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

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

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

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

9. **ORDINARY RESOLUTION**  
**ALLOTMENT AND ISSUANCE OF NEW ORDINARY SHARES IN THE COMPANY ("YHB SHARES") PURSUANT TO DIVIDEND REINVESTMENT PLAN THAT ALLOWS SHAREHOLDERS OF THE COMPANY WITH AN OPTION TO ELECT TO REINVEST THEIR CASH DIVIDENDS INTO NEW YHB SHARES ("DIVIDEND REINVESTMENT PLAN")**

**Ordinary Resolution 19**  
**(Please refer to Note 7 of the Explanatory Notes)**

"THAT pursuant to the Dividend Reinvestment Plan as approved by the shareholders of the Company at the Thirty-First Annual General Meeting of the Company held on 16 July 2024, and subject to the approvals of all relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given to the Company to allot and issue such number of new YHB Shares from time to time as may be required to be allotted and issued pursuant to the Dividend Reinvestment Plan upon such terms and conditions and to such persons as the Directors of the Company may, in their absolute discretion, deem fit and in the best interest of the Company PROVIDED THAT the issue price of the new YHB Shares shall be determined and fixed by the Directors of the Company at not more than ten percent (10%) discount to the adjusted five (5)-day volume weighted average market price ("VWAP") of YHB Shares immediately prior to the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price of the new YHB Shares AND THAT such authority to allot and issue new YHB Shares shall continue to be in force until the conclusion of the next AGM of the Company.

AND THAT the Directors and the Secretaries of the Company be and are hereby authorised to do all acts and enter into all transactions, arrangements and agreements and to execute, sign and deliver all documents on behalf of the Company, imposing such terms and conditions as may be necessary or expedient in order to give full effect to the Dividend Reinvestment Plan, with full powers to assent to any condition, modification, variation and/or amendment in any manner, including suspension and termination of the Dividend Reinvestment Plan, as the Directors of the Company may, in their absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities."

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

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

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

Kuala Lumpur  
 30 May 2025

**NOTES:****1. IMPORTANT NOTICE**

The 32<sup>nd</sup> AGM of the Company will be held on a **hybrid basis** whereby the member(s), proxy(ies), corporate representative(s) or attorney(s) will have an option, either:

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

All member(s), proxy(ies), corporate representative(s) or attorney(s) attending physically or virtually, must register as a user with BSIP first and pre-register their attendance via the BSIP at <https://investor.boardroomlimited.com> from Friday, 30 May 2025 until Wednesday, 23 July 2025. This is to verify their eligibility to attend the 32<sup>nd</sup> AGM based on the Record of Depositors as at 17 July 2025 and to confirm their mode of attendance, either Physical Attendance or Virtual Attendance, and enable the Company to make the necessary preparations for the 32<sup>nd</sup> AGM, particularly at the Main Venue.

Please follow the procedures provided in the Administrative Details for the 32<sup>nd</sup> AGM, which are available on the Company's website at [www.yinson.com](http://www.yinson.com) for Physical Attendance or Virtual Attendance, and read the notes (2) to (9) below to participate in the 32<sup>nd</sup> AGM.

- 2. A member entitled to participate and vote at the 32<sup>nd</sup> AGM is entitled to appoint not more than two (2) proxies to participate and vote in his/her stead. A proxy may, but need not, be a member of the Company.
- 3. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- 4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- 5. Where an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- 6. The instrument appointing a proxy shall be in writing signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- 7. The appointment of proxy(ies) may be made in a hardcopy form or by electronic means as follows:

- (i) in hardcopy form

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially or certified copy of that power or authority shall be deposited at the office of the Company's appointed Share Registrar for the 32<sup>nd</sup> AGM, Boardroom Share Registrars Sdn. Bhd. at 11<sup>th</sup> Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

- (ii) via electronic means

The instrument appointing a proxy can be electronically submitted to the appointed Share Registrar for the 32<sup>nd</sup> AGM via BSIP at <https://investor.boardroomlimited.com> before the cut-off time as mentioned above (Kindly refer to the Administrative Details for the 32<sup>nd</sup> AGM which is available on the Company's website at [www.yinson.com](http://www.yinson.com)).

- 8. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this notice will be put to vote on a poll.
- 9. Depositors who appear in the Record of Depositors as at 17 July 2025 shall be regarded as members of the Company who are entitled to participate and vote at the 32<sup>nd</sup> AGM or appoint proxies to participate and vote on his/her behalf.

## EXPLANATORY NOTES ON ORDINARY BUSINESS:

### 1. ITEM 1 OF THE AGENDA – AUDITED FINANCIAL STATEMENTS

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

### 2. DIRECTORS' FEES AND BENEFITS

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

#### i. Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12

The Board, at its meeting held in March 2025, approved the Nominating and Remuneration Committee's ("NRC") recommendation for the Directors' fees for the financial year ended 31 January 2025 to remain unchanged, based on the following fee structure:

Type of Fees	RM
<b>Board fees</b>	
Chairman of the Board	60,000/annum
Non-Executive Director/Independent Director	200,000/annum
Executive Director	50,000/annum
<b>Audit Committee fees</b>	
Committee Chairman	40,000/annum
Committee Member	25,000/annum
<b>Board Risk &amp; Sustainability Committee fees</b>	
Committee Chairman	30,000/annum
Committee Member	20,000/annum
<b>Nominating &amp; Remuneration Committee fees</b>	
Committee Chairman	30,000/annum
Committee Member	20,000/annum

Payment of the Directors' fees for the financial year ended 31 January 2025, totaling RM2,049,236.00, will be made by the Company to the respective Directors upon the shareholders' approval of Ordinary Resolutions 1 to 12 at the 32<sup>nd</sup> AGM.

This includes payment to Mr Lim Han Joeh, who retired on 16 July 2024, in recognition of his time, expertise, responsibilities, and contributions while serving as a Non-Independent Non-Executive Director of the Company from 1 February 2024 to 16 July 2024.

## ii. Ordinary Resolution 13

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

The Board, at its meeting held in March 2025, approved the NRC's recommendation for the Directors' benefits for the financial year ended 31 January 2025 to remain unchanged, as set out in the table below:

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

Note:

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

In determining the estimated amount of benefits payable to the Directors, various factors were taken into account, including the number of scheduled meetings for the Board and Board Committees based on the current number of Directors, as well as a provisional sum set aside as a contingency. An amount of up to RM1,356,000.00, which remains unchanged from the amount approved at the 31<sup>st</sup> AGM held on 16 July 2024, is proposed as the benefits payable to the Directors for the period from 26 July 2025 until the conclusion of the next AGM in 2026.

Payment of the Directors' benefits will be made by the Company to the respective Directors as and when incurred if the proposed Ordinary Resolution 13 is passed by the shareholders at the 32<sup>nd</sup> AGM.

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

## 3. ORDINARY RESOLUTIONS 14 AND 15 – RE-ELECTION OF DIRECTORS WHO RETIRE IN ACCORDANCE WITH CLAUSE 96 AND CLAUSE 101 OF THE CONSTITUTION OF THE COMPANY

The profiles of retiring Directors standing for re-election as per Agenda item nos. 4 and 5 are set out in the Board of Directors' profile of the Integrated Annual Report 2025.

Clause 96 of the Constitution of the Company provides that one-third of the Directors for the time being or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office at each AGM and at the same time an election of directors shall take place. Each Director shall retire from office once at least in each three years but shall be eligible for re-election.

Clause 101 of the Constitution of the Company provides that any Director appointed by the Board shall hold office only until the next following AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

The NRC has assessed the performance and contributions of the retiring Directors, taking into consideration their skills, experience, character, integrity, competence, commitment, and contributions, as well as independence of the Independent Director seeking for re-election at the 32<sup>nd</sup> AGM. Based on the outcome of the Board Effectiveness Evaluation for the financial year ended 31 January 2025, the NRC is satisfied with the performance and contributions of the retiring Directors, as well as their adherence to the fit and proper criteria outlined in the Directors' Fit and Proper Policy. The retiring Independent Non-Executive Director has also complied with, and satisfied, the independence criteria required under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

All Directors standing for re-election have abstained from deliberations and decisions regarding their eligibility to stand for re-election at the relevant NRC and Board Meetings. As a shareholder of the Company, Mr Lim Han Weng will also abstain from voting on his re-election at the 32<sup>nd</sup> AGM.



The Board has endorsed the NRC's recommendation to seek shareholders' approval for the re-election of the retiring Directors, based on the following justifications:

- i. Ordinary Resolution 14: Re-election of Mr Lim Han Weng ("Mr Lim") as Group Executive Chairman/Non-Independent Executive Director

Mr Lim, the founder of Yinson, brings a wealth of experience in the Group's operational matters. As a key figure in the Company's growth, he has been instrumental in providing strategic leadership and direction to the Board, significantly enhancing its overall effectiveness. His responsibilities include facilitating effective communication between the Board, Management and Shareholders, ensuring alignment of key priorities and corporate objectives. With his deep familiarity with the Group's business operations, Mr Lim continues to offer valuable insights that support and enhance the Group's performance and long-term success.

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

- ii. Ordinary Resolution 15: Re-election of Mr Lim Poh Seong as Independent Non-Executive Director

Mr Lim Poh Seong fulfils the requirements of independence set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He has remained objective and independent in expressing his view and participating in Board deliberations and decision making.

With over 25 years of experience in the fields of auditing, accounting, corporate finance and overall administration of business operations, Mr Lim Poh Seong brings valuable expertise to the Board. His re-election would strengthen the Board's composition, dynamic and diversity, thereby enhancing its overall effectiveness. He continues to discharge his duties and responsibilities diligently, contributing to improved decision making quality and the Board's performance as a whole.

Mr Lim Poh Seong has exercised due care and carried out his professional duties proficiently throughout his tenure as an Independent Non-Executive Director ("INED") of the Company.

- iii. Dato' Mohamad Nasir bin Ab Latif, an INED of the Company, who is retiring in accordance with Clause 96 of the Company's Constitution and approaching the completion of his nine-year term limit as an Independent Director, will retire from his position as an INED of the Company at the conclusion of the 32<sup>nd</sup> AGM.
- iv. Mr Gregory Lee, an INED of the Company, who is retiring in accordance with Clause 96 of the Company's Constitution, has notified the Board of his intention not to seek for re-election at the 32<sup>nd</sup> AGM. Accordingly, he will retire from his position as an INED of the Company at the conclusion of the 32<sup>nd</sup> AGM.

#### 4. ORDINARY RESOLUTION 16 – RE-APPOINTMENT OF AUDITORS

At its meeting on 15 May 2025, the Audit Committee reviewed the results of the External Auditors Evaluation for the financial year ended 31 January 2025. They were satisfied with the quality of service, adequacy of resources provided, communication, interaction skills and the independence, objectivity and professionalism demonstrated by the External Auditors, PricewaterhouseCoopers PLT in carrying out their functions.

Based on the Audit Committee's recommendation, the Board endorsed the re-appointment of PricewaterhouseCoopers PLT as External Auditors of the Company for the financial year ending 31 January 2026, to be presented to the shareholders for approval.

The Board is also seeking shareholders' approval to authorise the Directors to fix the remuneration of the External Auditors for the financial year ending 31 January 2026.



**EXPLANATORY NOTES ON SPECIAL BUSINESS:****5. ORDINARY RESOLUTION 17 – AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

The proposed Ordinary Resolution 17, if passed, would renew the mandate granted to the Directors for issuance of shares under Sections 75 and 76 of the Companies Act 2016 at the 31<sup>st</sup> AGM held on 16 July 2024 ("31<sup>st</sup> AGM") ("General Mandate"). This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

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

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

The Company did not issue any new shares under the General Mandate which was approved at the 31<sup>st</sup> AGM. As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the General Mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

**6. ORDINARY RESOLUTION 18 – PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The proposed Ordinary Resolution 18, if passed, will empower the Company to purchase its own ordinary shares up to ten percent (10%) of the total number of issued shares of the Company for the time being for such purposes as the Directors of the Company consider would be in the best interest of the Company.

Further information on the Proposed Renewal of Share Buy-Back Authority is set out in the Statement to Shareholders dated 30 May 2025 which are available on the Company's website at [www.yinson.com](http://www.yinson.com).

**7. ORDINARY RESOLUTION 19 – DIVIDEND REINVESTMENT PLAN**

The proposed Ordinary Resolution 19, if passed, will give authority to the Directors of the Company to allot and issue new YHB Shares pursuant to the Dividend Reinvestment Plan in respect of dividends declared after 32<sup>nd</sup> AGM, and such authority shall expire at the conclusion of the next AGM of the Company.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

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

- A. The profiles of the Directors who are standing for re-election as per Agenda item nos. 4 and 5 of the Notice of the 32<sup>nd</sup> AGM are stated on pages 111 to 116 of the Company's Integrated Annual Report 2025.

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

- B. Details on the authority to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in Explanatory Note 5 of the Notice of the 32<sup>nd</sup> AGM.