



YINSON HOLDINGS BERHAD
Registration No. 199301004410 (259147-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY-EIGHTH ANNUAL GENERAL MEETING ("28th AGM") of YINSON HOLDINGS BERHAD will be held on a fully virtual basis at the broadcast venue: **Rising Cloud Boardroom, Level 16, Menara South Point, Mid Valley City, Medan Syed Putra Selatan, 59200 Kuala Lumpur, Malaysia on Thursday, 15 July 2021 at 10.30 a.m.** or any adjournment thereof, to transact the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 January 2021 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of a Final Single Tier Dividend of 2 sen per ordinary share in respect of the financial year ended 31 January 2021.
- To approve the payment of Directors' fees of RM1,846,747.85 for the financial year ended 31 January 2021.
- To approve the payment of Directors' benefits of up to RM306,000.00 for the period from 16 July 2021 until the next Annual General Meeting of the Company to be held in 2022.
- To re-elect the following Directors who are retiring by rotation in accordance with Clause 96 of the Constitution of the Company and being eligible, have offered themselves for re-election:
 - Madam Bah Kim Lian
 - Mr Lim Han Joeh
 - Datuk Abdullah bin Karim
- To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 January 2022 and to authorise the Directors to fix their remuneration.
- To transact any other business of which due notice shall be given.

Please refer to
**Note 1 of the
Explanatory Notes**

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

AS SPECIAL BUSINESS

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

8. AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

Ordinary Resolution 8

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Constitution of the Company and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate") AND THAT the Directors of the Company be and are hereby empowered and authorised to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/ or amendments as they may deem fit in the best interest of the Company and/ or as may be imposed by the relevant authorities and to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given, or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by a resolution of the Company at a general meeting."

9. 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 9

"THAT subject to Section 127 of the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") 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 interest of the Company, provided that:

- 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
- 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.

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:

- to cancel all the shares so purchased; and/ or
- 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
- to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares so purchased; and/ or
- to transfer the treasury shares, or any of the said shares for the purposes of or under and employees' share scheme; and/ or
- transfer the shares, or any of the shares as purchase consideration; or

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

THAT such authority conferred by this resolution shall commence upon the passing of this Ordinary Resolution and shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such resolution was passed; and/ 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
- the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first,

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."

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of shareholders at the 28th AGM of the Company to be held on Thursday, 15 July 2021, a Final Single Tier Dividend of 2 sen per ordinary share in respect of the financial year ended 31 January 2021 will be paid on 30 August 2021 to the shareholders of the Company whose names appear in the Record of Depositors on 5 August 2021. The entitlement date for the dividend payment is on 5 August 2021.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 5 August 2021 in respect of ordinary transfer; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

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

WONG WAI FOONG (MAICSA 7001358) (SSM PC NO. 202008001472)
TAN BEE HWEE (MAICSA 7021024) (SSM PC NO. 202008001497)
LEE POH YEAN (MAICSA 7015043) (SSM PC NO. 202008002980)
Company Secretaries

Kuala Lumpur
31 May 2021

Notes:

- As part of the initiatives to curb the spread of Covid-19, the 28th AGM of the Company will be conducted on a fully virtual basis by way of live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities available on **Securities Services e-Portal** of Securities Services (Holdings) Sdn. Bhd at www.sshsb.net.my/login. Please follow the procedures provided in the 'Administrative details' section for the 28th AGM in order to register, participate and vote remotely via the RPV facilities.
- The broadcast venue of the 28th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 49(E) of the Company's Constitution which stipulate that the Chairman shall be at the main venue. No Shareholders/ proxy(ies) from the public will be physically present at the broadcast venue.
- A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/ her stead. A proxy may, but need not, be a member of the Company.
- 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.
- 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.
- 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.
- 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.
- The appointment of proxy may be made in a hardcopy form or by electronic means as follows:
 - Via 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 Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
 - Via online system
The instrument appointing a proxy can be electronically submitted to the Share Registrar via **Securities Services e-Portal** at www.sshsb.net.my/login (Kindly refer to the 'Administrative details' section for the 28th AGM for further information).
- Pursuant to Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this notice will be put to vote on a poll.
- Depositors who appear in the Record of Depositors as at 8 July 2021 shall be regarded as members of the Company who are entitled to attend the 28th AGM or appoint proxies to attend, speak and vote on his/ her behalf.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

1. ITEM 1 OF THE AGENDA – RECEIPT OF REPORT AND 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 Act, does not require a formal approval of shareholders. Hence, this item on the Agenda is not put forward for voting.

2. ORDINARY RESOLUTIONS 2 & 3 – DIRECTORS' FEES AND BENEFITS

In March 2021, the Nominating and Remuneration Committee ("NRC") had reviewed the fees and benefits of the Board of Directors ("Board") and Board Committees taking into consideration the market trends for similar positions, time commitment and responsibilities of the respective Directors. No revision of Directors' fees and benefits have been recommended by the NRC and the structure of Directors' fees and benefits remained as follows:

Type of Fees	RM
Board fees	
Non-Executive Director/ Independent Director	200,000/annum
Executive Director	50,000/annum
Chairman of the Board	60,000/annum
Audit Committee/ Board Risk Management Committee fees	
Committee Chairman fees	30,000/annum
Committee Member fees	20,000/annum
Other Board Committees	
Committee Chairman fees	20,000/annum
Committee Member fees	10,000/annum

Type of Benefits	RM
Meeting Attendance Allowance	2,000/meeting
Board Meeting and General Meeting Allowances	1,000/meeting
Board Committees Allowances	

The details of the Directors' fees and benefits for the financial year ended 31 January 2021 are set out in the Corporate Governance Overview Statement as contained within the Annual Report 2021.

Payment of the Directors' fees for the financial year ended 31 January 2021 amounting to RM1,846,747.85 will be made by the Company if the proposed Ordinary Resolution 2 is passed by the shareholders at the 28th AGM.

Payment of the Directors' benefits will be made by the Company as and when incurred if the proposed Ordinary Resolution 3 is passed by the shareholders at the 28th AGM.

ORDINARY RESOLUTIONS 4, 5 AND 6 – RE-ELECTION OF DIRECTORS WHO RETIRE IN ACCORDANCE WITH CLAUSE 96 OF THE CONSTITUTION OF THE COMPANY

Madam Bah Kim Lian, Mr Lim Han Joeh and Datuk Abdullah bin Karim are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 28th AGM.

The Board has, through the NRC, considered the assessment of the Directors and collectively agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors.

The Board has also through the NRC, conducted an assessment on Datuk Abdullah bin Karim's independence and is satisfied that he has complied with the criteria prescribed by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Malaysian Code on Corporate Governance 2017.

Please refer to pages 28 to 33 of the Annual Report 2021 for the profiles of the aforesaid Directors.

ORDINARY RESOLUTION 7 – RE-APPOINTMENT OF AUDITORS

The Board, with Audit Committee's recommendation, at its meeting held on 28 April 2021 endorsed for the re-appointment of PricewaterhouseCoopers PLT as External Auditors of the Company for the financial year ending 31 January 2022 be presented to the shareholders for approval.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

5. ORDINARY RESOLUTION 8 – AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE ACT

The proposed Ordinary Resolution 8 is a renewal of the previous year's general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. The aforesaid Ordinary Resolution, if passed, will empower the Directors of the Company, from the date of the 28th AGM, to issue and allot new ordinary shares of the Company of up to ten percent (10%) of the total number of issued shares (excluding treasury 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. This authority, unless earlier revoked or varied by the Company at a General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

The authority to issue shares pursuant to Sections 75 and 76 of the Act will provide flexibility and expediency to the Company for any possible fund raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or for working capital requirements, which the Directors of the Company consider to be in the best interest of the Company. The approval is sought to avoid any delay and cost in convening a general meeting to approve such issuance of shares.

As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by the shareholders at the 27th AGM on 16 July 2020 and will lapse at the conclusion of the 28th AGM to be held on 15 July 2021. 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 9 – PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The proposed Ordinary Resolution 9, 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 (excluding treasury shares) for the time being for such purposes as the Directors of the Company consider would be in the best interest of the Company.

Please refer to the Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Authority dated 31 May 2021 accompanying Annual Report 2021 of the Company for further information on the Proposed Renewal of Share Buy-Back Authority.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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

No Director is standing for election at the forthcoming 28th AGM.