

THIS CIRCULAR/STATEMENT TO SHAREHOLDERS OF YINSON HOLDINGS BERHAD IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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YINSON HOLDINGS BERHAD

Registration No. 199301004410 (259147-A)

(Incorporated in Malaysia under the Companies Act 1965 and deemed registered under the Companies Act 2016)

CIRCULAR/STATEMENT TO SHAREHOLDERS IN RELATION TO THE

PART A

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

PART B

PROPOSED ESTABLISHMENT OF A DIVIDEND REINVESTMENT PLAN WHICH WILL PROVIDE SHAREHOLDERS OF YINSON HOLDINGS BERHAD (“YHB” OR THE “COMPANY”) WITH AN OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN NEW ORDINARY SHARES IN YHB (“PROPOSED DRP”)

TO BE TABLED AS SPECIAL BUSINESS AT THE COMPANY’S THIRTY FIRST (31ST) ANNUAL GENERAL MEETING

Principal Adviser



AmInvestment Bank

AmInvestment Bank Berhad

Registration No. 197501002220 (23742-V)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The resolutions in respect of the above will be tabled as Special Business at the Company’s 31st Annual General Meeting (“**31ST AGM**”) to be held at The Gardens Ballroom, Level 5, The Gardens Hotel & Residences, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia (“**Main Venue**”) and virtually by way of electronic means via the Boardroom Smart Investor Portal (“**BSIP**”) at <https://investor.boardroomlimited.com> (“**Online Platform**”) on **Tuesday, 16 July 2024 at 10.30 a.m.** or any adjournment thereof, for the purpose of considering the Proposed Renewal of Share Buy-Back Authority and Proposed DRP. The notice of the 31st AGM together with the Form of Proxy and this Circular/Statement are available on the Company’s website at www.yinson.com.

The Form of Proxy must be completed and lodged at the office of the appointed Share Registrar for the 31st AGM, Boardroom Share Registrars Sdn. Bhd. (“**Boardroom**”) not less than forty-eight (48) hours before the time and date fixed for holding the 31st AGM or at any adjournment thereof. The Form of Proxy may also be submitted to Boardroom electronically via BSIP at <https://investor.boardroomlimited.com> (“**eProxy Lodgement**”). Please refer to the Administrative Details for the 31st AGM for the steps on the e-Proxy Lodgement which is available on the Company’s website at www.yinson.com. The lodging of the Form of Proxy will not preclude you from attending and voting at the 31st AGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Sunday, 14 July 2024 at 10.30 a.m.

Date and time of the 31st AGM : Tuesday, 16 July 2024 at 10.30 a.m.

This Circular/Statement is dated 31 May 2024

DEFINITIONS

31ST AGM	: Annual general meeting of the Company to be held on 16 July 2024
AGM	Annual general meeting of the Company
Act	: Companies Act 2016
AmInvestment Bank or Principal Adviser	: AmInvestment Bank Berhad, Registration No. 197501002220 (23742-V)
Board	: Board of Directors of YHB
Bursa Anywhere	: Bursa Depository's mobile application electronic platform that enables depositors to access, manage, execute CDS transactions and receive CDS notifications electronically.
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd, Registration No. 198701006854 (165570-W)
Bursa Securities	: Bursa Malaysia Securities Berhad, Registration No. 200301033577 (635998-W)
Circular	: This circular to Shareholders dated 31 May 2024 in relation to the Proposed DRP
CMSA	: Capital Markets and Services Act 2007
Code	: Malaysian Code on Take-Overs and Mergers 2016 together with the Rules, including any amendments that may be made from time to time
Constitution	: Constitution of YHB
Director(s)	: A natural person who holds a directorship in the Company, whether in an executive or non-executive capacity, within the meaning of Section 2(1) of the Capital Markets and Services Act 2017
Dividend(s)	: Cash dividend(s) as may be declared by YHB, which includes any interim, final, special or other types of cash dividend
Dividend Payment Account	: The non-interest bearing account opened by the Company to facilitate the payment of Dividends
DRF	: Dividend reinvestment form
DRP	: Dividend reinvestment plan
e-DRF	: Electronic DRF
Electable Portion	: The whole or part of the Dividends to which the Board, at its absolute discretion, determines that the Reinvestment Option applies
Entitlement Date	: The date as at the close of business (to be determined and announced later by the Board) on which Shareholders' names appear in the Record of Depositors of the Company in order to participate in the Proposed DRP applicable to a Dividend
EPS	: Earnings per Share
ESOS Options	: Outstanding options granted under Employees' Share Scheme 2015 which was implemented on 3 November 2015 and expiring on 2 November 2025

DEFINITIONS (CONT'D)

- ESS2015** : Employees' Share Scheme of YHB which took effect on 3 November 2015 and is expiring on 2 November 2025
- ESS2023** : Employees' Share Scheme 2023 of YHB
- Expiry Date** : The last day (which will be a date to be fixed and announced by the Board and which shall be at least 14 days from the date of Notice of Election is despatched or such date as may be prescribed by Bursa Securities) by which an election to be made by the Shareholders in relation to their Electable Portion must be received by the Share Registrar or at such address as may be determined by the Company from time to time, or by electronic means through the Share Registrar's website
- FYE** : Financial year ended/ending, as the case may be
- Issue Price** : The issue price of the New Shares, to be determined and fixed by the Board on the Price-Fixing Date, and which shall be an issue price of not more than 10% discount to the 5-day VWAP of YHB Shares immediately preceding the Price-Fixing Date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time
- Listing Requirements** : Main Market Listing Requirements of Bursa Securities, as amended from time to time
- LPD** : 2 May 2024, being the latest practicable date prior to the printing of this Circular/Statement
- Major Shareholder(s)** A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:-
- (i) 10% or more of the total number of voting shares in the Company; or
 - (ii) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company
- and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, such major shareholder of the company or any other company which is its subsidiary or holding company
- For the purpose of this definition, "interest in shares" has the meaning given in Section 8 of the Act
- Market Day(s)** : Any day between Mondays to Fridays (inclusive of both days) which is not a public holiday and on which Bursa Securities is open for the trading of securities, which may include a surprise holiday (i.e. a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year)
- Maximum Scenario** : The scenario whereby 15,715,009 New Shares would have been fully issued pursuant to the Proposed DRP on the assumption that:-
- (i) all the 361,752,954 outstanding Warrants are exercised prior to the implementation of the Proposed DRP; and
 - (ii) all the 5,620,408 outstanding ESOS Options are exercised prior to the implementation of the Proposed DRP.

DEFINITIONS (CONT'D)

Minimum Scenario	: The scenario whereby 14,014,207 New Shares would have been fully issued pursuant to the Proposed DRP on the assumption that:- (i) none of the 361,752,954 outstanding Warrants are exercised prior to the implementation of the Proposed DRP; and (ii) none of the 5,620,408 outstanding ESOS Options are exercised prior to the implementation of the Proposed DRP.
NA	: Net assets
New Share(s)	: New YHB Shares to be issued pursuant to the Proposed DRP
Non-Selectable Portion	: The portion of a Dividend, to which the Board, in its absolute discretion, determines that the Reinvestment Option does not apply
Notice of Election	: The notice of election (in such form as the Board may approve) in relation to the Reinvestment Option by which the Shareholders confirm the exercise thereof, which may be completed in writing or electronically on the Share Registrar's website. The Notice of Election, which will stipulate amongst others, the instructions in respect of the action to be taken by Shareholders should they wish to exercise the Reinvestment Option as well as the Expiry Date, will be despatched to the Shareholders after the Entitlement Date
NRS	: Nominee Rights Subscription service offered by Bursa Depository
Overseas Shareholder(s)	: Shareholder(s) whose address(es) in the Company's Record of Depositors is/are outside of Malaysia
Price-Fixing Date	: The date on which the Board determines and announces the Issue Price. For avoidance of doubt, the Price-Fixing Date shall be determined and announced by the Board, upon procuring all relevant approvals, either on the same day as or before the announcement of the Entitlement Date in relation to a Dividend to which the Reinvestment Option applies
Proposed DRP	: Proposed dividend reinvestment plan that provides the Reinvestment Option to Shareholders in accordance with the terms and conditions as set out in Appendix I of Part B of this Circular
Proposed Share Buy-Back/ Proposed Renewal of Share Buy-Back Authority	: Proposed renewal of Shareholders' mandate authority for share buy-back of up to ten percent (10%) of the total number of issued shares of YHB
Purchased Shares	: Shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority
Record of Depositors	: A record of depositors established by Bursa Depository under the Rules of Bursa Depository
Reinvestment Option	: The option given to the Shareholders pursuant to the Proposed DRP and at the Board's discretion, to reinvest all or part of the Electable Portion of their Dividends into New Shares
RM and sen	: Ringgit Malaysia and sen, respectively
Rules	: Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia

DEFINITIONS (CONT'D)

RSU	:	Restricted share units, which will be settled by YHB Shares or by cash, awarded under the Employees' Share Scheme 2023 expiring on 1 November 2028
Shareholder(s)	:	Shareholder(s) of YHB
Share Registrar for the 31ST AGM	:	The share registrar of YHB, namely Boardroom Share Registrars Sdn. Bhd. or such other person, firm or company as for the time being maintaining the share register for the 31 st AGM of YHB
Share Registrar or Securities Services	:	The share registrar of YHB, namely Securities Services (Holdings) Sdn Bhd (Registration No. 197701005827 (36869-T) or such other person, firm or company as for the time being maintaining the share register of YHB in Malaysia
SSHSB Online	:	Share Registrar's online website at www.sshsb.com.my
Statement	:	This Statement to Shareholders dated 31 May 2024 in relation to the Proposed Renewal of Share Buy-Back Authority
Substantial Shareholders	:	A person who has an interest or interests in one or more voting shares in the Company and the number of the aggregate number of such shares is not less than 5% of the total number of all the voting shares in the Company upon the definition of Section 136 of the Act
Treasury Shares	:	The Purchased Shares which are retained by the Company and shall have the meaning given under Section 127 of the Act
VWAP	:	Volume weighted average price
Warrants	:	The outstanding warrants 2022/2025 issued by YHB constituted by the deed poll dated 12 May 2022 and expiring on 21 June 2025, which can be exercised to 1 YHB Share for every 1 Warrant at an exercise price of RM2.29 each
YHB or Company	:	Yinson Holdings Berhad, Registration No. 199301004410 (259147-A)
YHB Group or Group	:	Collectively, YHB and its subsidiaries
YHB Share(s) or Shares(s)	:	Ordinary shares in the Company
YHB Shareholders or Shareholders	:	Registered holders of YHB Shares

References to "we", "us", "our" and "ourselves" in this Circular/Statement are to the Company, and where the context otherwise requires, the subsidiaries. All references to "you" in this Circular/Statement are to the Shareholders.

Words denoting the singular, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular/Statement to any enactment is a reference to that enactment currently enforced and as may be amended from time to time and any re-enactment thereof.

All references to the date or time in this Circular/Statement are references to Malaysian time, unless otherwise stated.

DEFINITIONS (CONT'D)

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

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PART A

**LETTER FROM THE BOARD TO THE SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**



YINSON HOLDINGS BERHAD

Registration No. 199301004410 (259147-A)
(Incorporated in Malaysia under the Companies Act 1965
and deemed registered under the Companies Act 2016)

Registered Office

Level 16, Menara South Point
Mid Valley City
Medan Syed Putra Selatan
59200 Kuala Lumpur

31 May 2024

Board of Directors

Lim Han Weng (*Group Executive Chairman / Non-Independent Executive Director*)
Lim Chern Yuan (*Group Chief Executive Officer / Non-Independent Executive Director*)
Dato' Mohamad Nasir Bin Ab Latif (*Independent Non-Executive Director*)
Bah Kim Lian (*Non-Independent Executive Director*)
Lim Han Joeh (*Non-Independent Non-Executive Director*)
Tan Sri Dato' (Dr) Wee Hoe Soon @ Gooi Hoe Soon (*Senior Independent Non-Executive Director*)
Datuk Abdullah Bin Karim (*Independent Non-Executive Director*)
Raja Datuk Zaharaton Binti Raja Zainal Abidin (*Independent Non-Executive Director*)
Fariza Binti Ali @ Taib (*Non-Independent Non-Executive Director*)
Sharifah Munira Bt. Syed Zaid Albar (*Independent Non-Executive Director*)
Gregory Lee (*Independent Non-Executive Director*)

To: The Shareholders of the Company

Dear Sir/Madam,

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

The Company had at the AGM held on 13 July 2023, obtained approval from the Shareholders for the renewal of share buy-back authority to purchase up to ten percent (10%) of the total number of issued shares at any point in time through its appointed stockbroker. This authority, which took effect upon the passing of the ordinary resolution, will expire at the conclusion of the forthcoming 31ST AGM of the Company unless renewed.

The Board had on 20 May 2024, announced to Bursa Securities that the Company proposes to seek Shareholders' approval for the Proposed Renewal of Share Buy-Back Authority at the forthcoming 31ST AGM of the Company in accordance with Section 127 of the Act, the Constitution and the Listing Requirements.

The purpose of this Statement is to provide the Shareholders with details pertaining to the Proposed Renewal of Share Buy-Back Authority and to seek the Shareholders' approval for the ordinary resolution thereto to be tabled at the forthcoming 31ST AGM of the Company.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

2.1 Details of the Proposed Renewal of Share Buy-Back Authority

The Board proposes to seek the Shareholders' approval on the Proposed Renewal of Share Buy-Back Authority for the Company to purchase up to ten percent (10%) of the total number of issued shares at any point in time through its appointed stockbroker.

The mandate from the Shareholders for the Proposed Renewal of Share Buy-Back Authority, once approved by the Shareholders, will be effective immediately from the date of the passing of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority at the forthcoming 31ST AGM and will continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following this 31ST 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
- (ii) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the Shareholders of the Company in a general meeting,

whichever occurs first.

2.2 Treatment of the Purchased Shares

The Board may deal with the Purchased Shares in the following manner:-

- (i) To cancel the Purchased Shares;
- (ii) To retain the Purchased Shares as Treasury Shares;
- (iii) To retain part of the Purchased Shares as Treasury Shares and cancel the remainder of the shares;
- (iv) To distribute all or part of the Treasury Shares as share dividends to Shareholders;
- (v) To resell all or part of the Treasury Shares on Bursa Securities in accordance with the Listing Requirements;
- (vi) To transfer all or part of the Treasury Shares as purchase consideration;
- (vii) To transfer the Treasury Shares for the purpose of or under an employees' share scheme;
- (viii) To cancel all or part of the Treasury Shares;
- (ix) To see, transfer or otherwise use the Treasury Shares for such purposes as the Minister (as defined in the Act) may by order prescribe; and/ or
- (x) In any other manner as may be prescribed by applicable law and/or regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force.

Immediate announcement(s) and notice(s) will be made to Bursa Securities and the relevant authorities in respect of the Board's decision on the treatment of the Purchased Shares in compliance with the Listing Requirements and the Act.

In accordance with Section 127(8) of the Act, if such Purchased Shares were held as treasury shares, it shall not confer:-

- (i) the right to attend or vote at meetings and any purported exercise of such rights is void; and
- (ii) the right to receive dividends or other distribution, whether cash or otherwise, of the Company's assets including any distribution of assets upon winding up the Company.

In accordance with Section 127(9) of the Act, if such Purchased Shares were held as treasury shares, the Treasury Shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of this provision, the provisions of any law or requirements of the Constitution or the Listing Requirements on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on resolution(s) at meetings.

Nonetheless, Section 127(11) of the Act states that the Purchased Shares shall not be taken to prevent:-

- (i) an allotment of Shares as fully paid bonus shares in respect of the Treasury Shares; or
- (ii) the subdivision or consolidation of Treasury Shares.

2.3 Source of Funds

The Board proposes that 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 of the Company (where applicable) available at the time of the purchase.

The retained profits of the Company based on the latest audited financial statements as at 31 January 2024 is RM587 million.

The Proposed Renewal of Share Buy-Back Authority will allow the Board to exercise the rights of the Company to purchase its own shares at any time within the abovementioned time period using the internal funds and/or external borrowings of the Company.

In the event external borrowings are required, the Board will ensure that the Company has sufficient financial capability to repay such borrowings and that the external borrowings are not expected to have any material adverse effects on the cash flow of the Company. In any event, the Board will ensure that the maximum funds to be used for the buy-back of YHB Shares shall not exceed the retained profits of the Company.

2.4 Implication of the Code

The purchase of YHB Shares pursuant to the Proposed Renewal Share Buy-Back Authority will effectively cause the Shareholders' percentage shareholdings in YHB to increase without any corresponding increase in the actual number of Shares held, assuming all other things being equal.

Pursuant to the Code, a person and/or any persons acting in concert with him ("**PACs**") will be obliged to make a mandatory take-over offer when as a result of a buy-back scheme by the Company:-

- (i) a person obtains controls in a company;
- (ii) a person holding more than thirty-three percent (33%) but not more than fifty percent (50%) of the voting shares or voting rights of a company or increases his holding of the voting shares or voting rights of the company by more than two percent (2%) in any six (6) month period.

As at the LPD, the shareholdings of Lim Han Weng and PACs to Lim Han Weng are 28.05%. Assuming the Proposed Renewal of Share Buy-Back Authority is carried out in full and all the Purchased Shares are subsequently cancelled, resulting in the shareholdings of Lim Han Weng and his PACs being affected, Lim Han Weng and his PACs will be obliged to undertake mandatory offer for the remaining YHB Shares not held by them. However, an exemption may be granted by Securities Commission Malaysia under the Code, subject to complying with certain conditions.

Nevertheless, the Board will be mindful in the implementation of the Proposed Renewal of Share Buy-Back Authority in a manner that will not result in any of the Shareholders having to undertake a mandatory take-over offer pursuant to the Code.

2.5 Previous Purchases and Resale and/or Cancellations of Treasury Shares

As at LPD, YHB held a total of 157,332,500 treasury shares. During the past 12 months preceding the LPD, the Company did not purchase any of its own shares, resell, cancel and/or transfer any Treasury Shares. The Purchased Shares were retained as treasury shares.

2.6 Public Shareholding Spread

The Proposed Share Buy-Back will be carried out in accordance with the prevailing law at the time of the purchase including compliance with 25% public shareholding spread in the hands of public shareholders as required under Paragraph 12.14 of the Listing Requirements.

As at the LPD, the public shareholding spread of the Company is 71.95%. In implementing the Proposed Share Buy-Back, the Company will ensure that the minimum public shareholding spread of 25% is complied with.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The rationale for the Proposed Renewal of Share Buy-Back Authority is as follows:-

- (i) it allows the Company to have greater flexibility in managing its capital structure, while the Company shall endeavor to ensure dividends are prioritised as a form of returning capital to the Shareholders;
- (ii) it is an expedient and cost-efficient way for the Company to return surplus cash/funds, if any, which is in excess of the foreseeable financial and investment needs of the YHB Group to its Shareholders;
- (iii) in any event, the Treasury Shares may also be distributed as share dividends to the Shareholders as a reward; and
- (iv) in managing the businesses of YHB Group, the management strives to increase Shareholders' value by improving, *inter-alia*, the return on equity of the YHB Group. The Proposed Renewal of Share Buy-Back Authority is one way through which the return on equity of the YHB Group may be enhanced.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

4.1 Potential Advantages

The potential advantages of the Proposed Renewal of Share Buy-Back Authority are as follows:-

- (i) enables the Company to take preventive measures against speculative activities particularly when the Shares are undervalued which may in turn stabilise the market price and hence, enhance investors' confidence;
- (ii) enables the Company to utilise its financial resources more efficiently especially where there is no immediate use. Any subsequent cancellation of the Purchased Shares may strengthen the consolidated EPS of the Group, which in turn have a positive impact on YHB's share prices;
- (iii) provide the Company with opportunities for potential gains if the Treasury Shares are subsequently resold at prices higher than the purchase price; and
- (iv) the Treasury Shares may be distributed as share dividends to the Shareholders as a reward.

4.2 Potential Disadvantages

The potential disadvantages/risk factors of the Proposed Renewal of Share Buy-Back Authority are as follows:-

- (i) the Proposed Renewal of Share Buy-Back Authority, if implemented, will reduce the financial resources of YHB Group and consequently result in YHB Group foregoing investment opportunities that may arise in the future or any interest that may be derived from depositing such funds in interest bearing deposits; and
- (ii) as the funds to be allocated for the Proposed Renewal of Share Buy-Back Authority must be made out of YHB's retained profits, the amount available from these accounts for distribution of dividend to YHB's shareholders may decrease accordingly.

Nevertheless, the Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantages or major risk to the Company and its Shareholders as it will only be implemented after considering the interests of both the Company and its Shareholders.

The Board will be mindful of the interests of the Company and its Shareholders when undertaking the Proposed Renewal of Share Buy-Back Authority and in the subsequent resale of treasury shares on Bursa Securities, if any.

5. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The financial effects of the Proposed Renewal of Share Buy-Back Authority on the share capital of the Company, NA, earnings and EPS, working capital and dividends of the YHB Group are as follows:-

5.1 Share Capital

The effect of the Proposed Renewal of Share Buy-Back Authority in respect of the total number of issued shares will depend on whether the Purchased Shares are cancelled or retained as Treasury Shares.

Assuming that the Proposed Renewal of Share Buy-Back Authority is carried out in full (i.e. up to 10% of the total number of issued shares of the Company) and all the Purchased Shares are subsequently cancelled, the Proposed Renewal of Share Buy-Back Authority will result in the issued share capital of the Company as at the LPD to be reduced as follows:-

	No. of Shares
Total number of issued shares as at the LPD	3,184,401,131*
Less: Maximum number of YHB Shares that may be purchased and subsequently cancelled pursuant to the Proposed Share Buy-Back	(318,440,113)*
Resultant issued share capital after cancellation of YHB Shares	<u>2,865,961,018</u>

Note

* Inclusive of 157,332,500 Treasury Shares as at the LPD.

If the Purchased Shares are retained as Treasury Shares, there will be no impact on the issued capital of YHB but the rights attaching to the Treasury Shares in relation to voting, dividends and participation in other distributions or otherwise will be suspended.

5.2 NA

The effect of the Proposed Renewal of Share Buy-Back Authority on the NA per share of YHB is dependent on the purchase price(s) of YHB Shares. When the Company purchases its own Share, regardless of whether they are retained as Treasury Share or subsequently cancelled, if the purchase price is less than the audited NA per share of YHB at the time of purchase, the NA per share will increase. Conversely, if the purchase price exceeds the audited NA per share of YHB at the time of purchase, the NA per share will decrease.

5.3 Earnings and EPS

The effect of the Proposed Renewal of Share Buy-Back Authority on the EPS of YHB will depend on, *inter-alia*, the actual number of Purchased Shares and the effective cost of funding to YHB Group, or any loss in interest income to YHB or opportunity cost in relation to other investment opportunity if internally generated funds are utilised. However, the Proposed Renewal of Share Buy-Back Authority, if carried out, is not expected to have any material effect on the EPS of YHB for the FYE 31 January 2025.

5.4 Working Capital

The Proposed Renewal of Share Buy-Back Authority will reduce the working capital and cash flow available for the YHB Group. The quantum of the reduction of the working capital of YHB Group would depend on the purchase price(s) and number of Shares purchased as well as any associated costs incurred in relation to the share buy-back pursuant to the Proposed Renewal of Share Buy-Back Authority. However, it is not expected to have any material adverse effect on the working capital of the Company.

5.5 Dividends

The above Proposed Renewal of Share Buy-Back Authority is not expected to have any impact on dividend payments to the Shareholders, if any, as the Board will take into consideration the actual results of YHB Group, its cash reserves, capital commitment and future funding requirements before proposing any dividend payment. As stated in Section 3(iii) above, the Board may have the option to distribute future dividends in the form of Treasury Shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority. The Board is committed to maintaining a prudent approach, ensuring that dividend payments are aligned with the Group's financial performance and business needs.

If the Purchased Shares are cancelled, the Proposed Renewal of Share Buy-Back Authority will have the effect of increasing the dividend rate of the Company as a result of the reduction in the number of issued Shares.

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6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

For illustration purpose, assuming that the Company acquires the maximum number of Shares authorised under the Proposed Renewal of Share Buy-Back Authority (i.e. up to 10% of the total number of issued shares of the Company) and thereafter cancels all purchased shares, the effect of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the Directors and Substantial Shareholders of YHB based on their shareholdings as at LPD, is as follows:-

6.1 Directors' Shareholdings

Name	As at LPD			After Proposed Share Buy-Back				
	Direct		Indirect	Direct		Indirect		
	No. of Shares	% ⁽ⁱ⁾		No. of Shares ^(iv)	%		No. of Shares ^(iv)	%
Lim Han Weng	43,611,477	1.44	⁽ⁱⁱ⁾ 668,454,203	22.08	43,611,477	1.52	⁽ⁱⁱ⁾ 668,454,203	23.32
Bah Kim Lian	9,832,000	0.32	⁽ⁱⁱⁱ⁾ 630,089,380	20.82	9,832,000	0.34	⁽ⁱⁱⁱ⁾ 630,089,380	21.99
Lim Han Joeh	136,911,532	4.52	-	-	136,911,532	4.78	-	-
Lim Chern Yuan	4,970,960	0.16	-	-	4,970,960	0.17	-	-

Notes:-

- (i) Excluding 157,332,500 Treasury Shares as at the LPD.
- (ii) Deemed interested by virtue of his spouse and children's direct shareholdings in the Company pursuant to Section 59(11)(c) of the Act and Liannex Corporation (S) Pte Ltd and Yinson Legacy Sdn Bhd's direct shareholdings in the Company pursuant to Section 8(4) of the Act.
- (iii) Deemed interested by virtue of her spouse and children's direct shareholdings in the Company pursuant to Section 59(11)(c) of the Act and Yinson Legacy Sdn Bhd's direct shareholding in the Company pursuant to Section 8(4) of the Act.
- (iv) Assuming no shares and/or options granted under the ESS2015 and/or ESS2023 and no warrants issued by the Company which are expiring on 21 June 2025, have been exercised.

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6.2 Substantial Shareholders' Shareholdings

Name	As at LPD			After Proposed Share Buy-Back				
	Direct		Indirect	Direct		Indirect		
	No. of Shares	% ⁽ⁱ⁾		No. of Shares ^(v)	%		No. of Shares ^(v)	%
Lim Han Weng	43,611,477	1.44	⁽ⁱⁱ⁾ 668,454,203	22.08	43,611,477	1.52	⁽ⁱⁱ⁾ 668,454,203	23.32
Bah Kim Lian	9,832,000	0.32	⁽ⁱⁱⁱ⁾ 630,089,380	20.82	9,832,000	0.34	⁽ⁱⁱⁱ⁾ 630,089,380	21.99
Employees Provident Fund Board	521,456,166	17.23	-	-	521,456,166	18.19	-	-
Kumpulan Wang Persaraan (Diperbadankan)	143,321,800	4.73	^(iv) 88,205,340	2.91	143,321,800	5.00	^(iv) 88,205,340	3.08
Yinson Legacy Sdn Bhd	572,905,063	18.93	-	-	572,905,063	19.99	-	-

Notes:-

- (i) Excluding 157,332,500 Treasury Shares as at the LPD.
- (ii) Deemed interested by virtue of his spouse and children's direct shareholdings in the Company pursuant to Section 59(1)(c) of the Act and Liannex Corporation (S) Pte Ltd and Yinson Legacy Sdn Bhd's direct shareholdings in the Company pursuant to Section 8(4) of the Act.
- (iii) Deemed interested by virtue of her spouse and children's direct shareholdings in the Company pursuant to Section 59(1)(c) of the Act and Yinson Legacy Sdn Bhd's direct shareholding in the Company pursuant to Section 8(4) of the Act.
- (iv) Deemed interested in the shares held by Kumpulan Wang Persaraan (Diperbadankan)'s Fund Manager pursuant to Section 8 of the Act.
- (v) Assuming no shares and/or options granted under the ESS2015 and/or ESS2023 and no warrants issued by the Company which are expiring on 21 June 2025, have been exercised.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of the Shares traded on Bursa Securities for the last twelve (12) months from May 2023 to April 2024 are as follows:-

	Highest (RM)	Lowest (RM)
2023		
May	2.65	2.43
June	2.62	2.51
July	2.60	2.47
August	2.62	2.50
September	2.58	2.45
October	2.50	2.33
November	2.48	2.40
December	2.59	2.39
2024		
January	2.60	2.48
February	2.58	2.46
March	2.56	2.31
April	2.45	2.33

Last transacted price of Shares on the LPD was RM2.45

8. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to YHB Shareholders' approval at the forthcoming 31ST AGM to be convened.

The Proposed Renewal of Share Buy-Back Authority is not conditional upon any other corporate proposals undertaken or to be undertaken by YHB.

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

Save for the inadvertent increase in percentage of shareholdings and/ or voting rights of Shareholders as a result of the Proposed Renewal of Share Buy-Back Authority, none of the Directors, major Shareholders and/or chief executive of YHB and/or persons connected with them, has any interests, direct and/or indirect, in the Proposed Renewal of Share Buy-Back Authority.

10. DIRECTORS' RECOMMENDATION

The Board, after having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company and accordingly, they recommend that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 31ST AGM.

11. AGM

The 31ST AGM, the notice of which is set out in the Notice of AGM contained in YHB's Integrated Annual Report 2024, 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 BSIP at <https://investor.boardroomlimited.com> ("**Online Platform**") on **Tuesday, 16 July 2024 at 10.30 a.m.** or any adjournment thereof, for the purpose of considering and, if thought fit, passing the ordinary resolution, with or without any modifications to give effect to the Proposed Renewal of Share Buy-Back Authority.

If you are unable to attend and vote at the 31ST AGM, you may appoint a proxy to attend and vote on your behalf by completing, signing and returning the Form of Proxy in accordance with the instructions contained therein as soon as possible and in any event so as to arrive at the office of the Company's appointed Share Registrar for the 31ST AGM, Boardroom Share Registrars Sdn. Bhd. not less than forty-eight (48) hours before the time set for holding the 31ST AGM or any adjournment thereof. The instrument appointing a proxy can also be electronically submitted to the appointed Share Registrar for the 31ST AGM via BSIP at <https://investor.boardroomlimited.com> before the cut-off time as mentioned above. Kindly refer to the Administrative Details for the 31ST AGM which are available on the Company's website at www.yinson.com.

The completion and lodgement of the Form of Proxy will not preclude you from attending and voting at the forthcoming 31ST AGM should you subsequently wish to do so.

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FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Board and that they collectively and individually accept full responsibility for the accuracy of the information given in this Statement and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

Save as disclosed below, as at the LPD, YHB Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of YHB Group, and the Board is not aware of any proceedings, pending or threatened, against YHB Group or of any facts likely to give rise to any proceedings, which may materially or adversely affect the financial position or business of YHB Group:-

A petition by Rising Sun Energy (K) Private Limited ("RSEK"), a subsidiary of YHB Group 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 3,557,805,223 (approximately RM187.0 million).

The first hearing before the CERC was heard on 15 December 2022 and NTPC and Chhattisgarh submitted their responses to CERC including details of the claim on 21 March 2023. Subsequently, NTPC, Chhattisgarh and RSEK had filed their written submissions on 14 January 2024, 19 February 2024 and 23 February 2024 respectively.

On 19 May 2024, CERC disposed the petition by RSEK vide an 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 and carrying cost from the date when the actual payment was made to the authorities to the date of issuance of the order. The parties are to carry out reconciliation of additional expenditure on account of the change in law along with carrying cost.

3. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be made available for inspection at the registered office of YHB at Level 16, Menara South Point, Mid Valley City, Medan Syed Putra Selatan, 59200 Kuala Lumpur, Malaysia during normal business hours on Mondays to Fridays (except public holidays) from the date of this Statement up to and including the date of the 31ST AGM:-

- (i) the Constitution;
- (ii) the audited financial statements of YHB for the past two (2) FYE 31 January 2023 and 31 January 2024; and
- (iii) the cause paper in respect of the material litigation referred to in Section 2 of this Appendix I of Part A of this Statement.

PART B

**LETTER FROM THE BOARD TO THE SHAREHOLDERS IN RELATION TO THE
PROPOSED DRP**

EXECUTIVE SUMMARY

The Executive Summary highlights only the salient information of the Proposed DRP. You are advised to read this Circular in its entirety for further details and not to rely solely on this Executive Summary in arriving at a decision on the Proposed DRP before voting at the forthcoming 31ST AGM.

Key information	Description
<p>Details of the Proposed DRP (Section 2)</p>	<p>The Proposed DRP will provide Shareholders with an opportunity to reinvest their Dividend in New Shares instead of receiving it in cash.</p> <p>The Board may, at its absolute discretion, determine whether to offer the Reinvestment Option to the Shareholders as and when a Dividend is declared and announced. In the event that the Reinvestment Option is applied, the Company will declare the size of the Electable Portion. If the Reinvestment Option is not exercised by the Shareholders in whole, any remaining portion of Dividend will be paid in cash.</p> <p>In this respect, the Electable Portion may encompass the whole or part of the Dividend declared. In the event the Electable Portion is not applicable for the whole Dividend declared, the Non-Electable Portion will be paid in cash.</p> <p>Shareholders should note that the Company is not obliged to undertake the Proposed DRP for each and every Dividend declared.</p> <p>Unless the Board has determined that the Reinvestment Option will apply to a particular Dividend declared (whether in whole or in part), the Dividends as may be declared by YHB will be paid wholly in cash to Shareholders in the usual manner.</p> <p><u>Election to reinvest Dividend in New Shares</u> Shareholders shall have the following options in respect of a Reinvestment Option announced by the Board under the Proposed DRP:-</p> <ul style="list-style-type: none"> (i) to elect to participate in the Reinvestment Option by reinvesting the entire Electable Portion in New Shares at the Issue Price on the Price-Fixing Date and to receive the Non-Electable Portion in cash, if applicable; (ii) to elect to participate in the Reinvestment Option by reinvesting part of the Electable Portion in New Shares at the Issue Price and to receive the balance of the Electable Portion and Non-Electable Portion in cash, if applicable; or (iii) to elect not to participate in the Reinvestment Option and thereby receive the entire Dividend entitlement (both Electable Portion and Non-Electable Portion) wholly in cash. <p><u>Pricing of New Shares</u> The Issue Price, which will be determined and fixed by the Board at a later date after receipt of all relevant approvals on the Price-Fixing Date, shall be at an issue price of not more than a 10% discount to the 5-day VWAP of YHB Shares immediately prior to the Price-Fixing Date. For avoidance of doubt, the VWAP shall be adjusted ex-dividend before applying the aforementioned discount.</p> <p><u>Ranking and listing of the New Shares</u> Any New Shares to be issued pursuant to the Proposed DRP will rank equally in all respects with the existing YHB Shares in issue, save and except that the holders of New Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the New Shares.</p> <p><u>Eligibility</u> The right to participate in the Proposed DRP will be granted to all Shareholders provided that such participation will not result in a breach of any restrictions applicable to such Shareholder's holding of YHB Shares which may be imposed by any contractual obligations, statute, law or regulation in force in Malaysia or any other relevant jurisdiction, as the case may be (unless the requisite approvals under the</p>

EXECUTIVE SUMMARY (CONT'D)

Key information	Description
	<p>relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts).</p> <p>Maximum number of New Shares The maximum number of New Shares to be issued under the Proposed DRP will depend on, amongst others, the quantum of the Dividend, the Board's decision on the proportion/size of the Electable Portion, the number of Shareholders who elect to reinvest the Electable Portion at the Issue Price and any necessary downward adjustment by the Board to the final number of New Shares to be allotted and issued to any of the Shareholders.</p>
Rationale for the Proposed DRP (Section 3)	<p>The establishment of the Proposed DRP is intended to:-</p> <ul style="list-style-type: none"> (i) provide the Company with flexibility in managing its capital position as well as strengthen its capital position as any cash so retained within the Company, that would otherwise be made payable by way of Dividend, will be preserved as capital to fund working capital requirements of the Group; and (ii) provide the Shareholders with an opportunity to enhance and maximise the value of their shareholdings in the Company by investing in New Shares that may be issued at a discount to the prevailing market prices. Further, their subscription of such New Shares will be free from any brokerage fees and other related transaction costs (unless otherwise provided by any statute, law or regulation). However, the participating shareholders of the DRP are required to pay RM10.00 for stamp duty.
Interests of Directors, major shareholders, chief executive and/or persons connected (Section 9)	<p>None of the Directors, major shareholders, chief executive of YHB and/or persons connected to them has any interest, either direct or indirect, in the Proposed DRP, beyond their respective entitlement as Shareholders under the Proposed DRP, of which all other Shareholders are similarly entitled to.</p>
Approvals required (Section 7)	<p>The Proposed DRP is subject to the following approvals being obtained from:-</p> <ul style="list-style-type: none"> (i) the Shareholders at the forthcoming 31ST AGM, for the establishment of the Proposed DRP and the issuance of New Shares arising from the Proposed DRP; and (ii) any other relevant authorities and/or parties, if required. <p>In respect of the implementation of the Proposed DRP for any future Dividend to which the Reinvestment Option applies, the issuance of the New Shares to be issued pursuant to the exercise of the Reinvestment Option by Shareholders is conditional upon approvals being obtained from the following:-</p> <ul style="list-style-type: none"> (i) the Shareholders' approval at the AGM on an annual basis. This is in addition to any general mandate pursuant to Sections 75 and 76 of the Act; (ii) Bursa Securities for the listing of and quotation for the New Shares to be issued pursuant to the Proposed DRP on the Main Market of Bursa Securities; and (iii) any other relevant authorities and/or parties, if required.
Directors' statement/ recommendation (Section 10)	<p>The Board, having considered all aspects of the Proposed DRP, including but not limited to the rationale and effects of the Proposed DRP, is of the opinion that the Proposed DRP is in the best interest of the Company and recommends that the Shareholders vote in favour of the ordinary resolution in relation to the Proposed DRP to be tabled at the forthcoming 31ST AGM.</p>



YINSON HOLDINGS BERHAD

Registration No. 199301004410 (259147-A)
(Incorporated in Malaysia under the Companies Act 1965
and deemed registered under the Companies Act 2016)

Registered Office

Level 16, Menara South Point
Mid Valley City
Medan Syed Putra Selatan
59200 Kuala Lumpur

31 May 2024

Board of Directors

Lim Han Weng (*Group Executive Chairman / Non-Independent Executive Director*)
Lim Chern Yuan (*Group Chief Executive Officer / Non-Independent Executive Director*)
Dato' Mohamad Nasir Bin Ab Latif (*Independent Non-Executive Director*)
Bah Kim Lian (*Non-Independent Executive Director*)
Lim Han Joeh (*Non-Independent Non-Executive Director*)
Tan Sri Dato' (Dr) Wee Hoe Soon @ Gooi Hoe Soon (*Senior Independent Non-Executive Director*)
Datuk Abdullah Bin Karim (*Independent Non-Executive Director*)
Raja Datuk Zaharaton Binti Raja Zainal Abidin (*Independent Non-Executive Director*)
Fariza Binti Ali @ Taib (*Non-Independent Non-Executive Director*)
Sharifah Munira Bt. Syed Zaid Albar (*Independent Non-Executive Director*)
Gregory Lee (*Independent Non-Executive Director*)

To: The Shareholders of the Company

Dear Sir/Madam,

PROPOSED DRP

1. INTRODUCTION

On 22 March 2024, AmlInvestment Bank had, on behalf of the Board, announced that the Company is proposing to undertake the establishment of a DRP which will provide the Shareholders with an option to elect to reinvest in whole or in part, their Dividend in new YHB Shares.

On 22 March 2024, the Board had announced the final single tier dividend of 1 sen per ordinary share in respect of the FYE 31 January 2024. The Board has determined that the Proposed DRP, subject to the approvals set out in Section 7 of Part B of this Circular, will be applicable to the entire final single tier dividend which is subject to Shareholders' approval being obtained in the 31ST AGM. In the event all the relevant approvals including the Shareholders' approval for the Proposed DRP is not obtained, the final single tier dividend will be paid wholly in cash.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED DRP AND TO SET OUT THE VIEW AND RECOMMENDATION OF THE BOARD AS WELL AS TO SEEK THE APPROVAL FROM THE SHAREHOLDERS FOR THE RESOLUTION PERTAINING TO THE PROPOSED DRP TO BE TABLED AT THE FORTHCOMING 31ST AGM OF THE COMPANY. THE NOTICE OF THE FORTHCOMING 31ST AGM AND THE FORM OF PROXY ARE ENCLOSED TOGETHER WITH THE INTEGRATED ANNUAL REPORT 2024.

SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED DRP TO BE TABLED AT THE FORTHCOMING 31ST AGM OF THE COMPANY.

2. DETAILS OF THE PROPOSED DRP

2.1 Overview

The Proposed DRP will provide Shareholders with an opportunity to reinvest their Dividend in New Shares instead of receiving it in cash.

The Board may, at its absolute discretion, determine whether to offer the Reinvestment Option to the Shareholders as and when a Dividend is declared and announced. In the event that the Reinvestment Option is applied, the Company will declare the size of the Electable Portion. If the Reinvestment Option is not exercised by the Shareholders in whole, any remaining portion of Dividend will be paid in cash.

In this respect, the Electable Portion may encompass the whole or part of the Dividend declared. In the event the Electable Portion is not applicable for the whole Dividend declared, the Non-Electable Portion will be paid in cash.

Shareholders should note that the Company is not obliged to undertake the Proposed DRP for each and every Dividend declared.

Unless the Board has determined that the Reinvestment Option will apply to a particular Dividend declared (whether in whole or in part), the Dividends as may be declared by YHB will be paid wholly in cash to Shareholders in the usual manner.

2.2 Election to reinvest Dividend in New Shares

Shareholders shall have the following options in respect of a Reinvestment Option announced by the Board under the Proposed DRP:-

- (i) to elect to participate in the Reinvestment Option by reinvesting the entire Electable Portion in New Shares at the Issue Price on the Price-Fixing Date and to receive the Non-Electable Portion in cash, if applicable;
- (ii) to elect to participate in the Reinvestment Option by reinvesting part of the Electable Portion in New Shares at the Issue Price and to receive the balance of the Electable Portion and Non-Electable Portion in cash, if applicable; or
- (iii) to elect not to participate in the Reinvestment Option and thereby receive the entire Dividend entitlement (both Electable Portion and Non-Electable Portion) wholly in cash.

The election to reinvest the Dividend in New Shares can be made via a Notice of Election (together with the DRF attached thereto) which will be despatched to Shareholders after the Entitlement Date. Instructions will be provided in the Notice of Election in respect of the action to be taken by Shareholders should they wish to exercise the Reinvestment Option. The Notice of Election will also state, amongst others, the Expiry Date. For further information on the administration of the Proposed DRP, please refer to Section 2.11 and Appendix I of Part B of this Circular.

Shareholders will receive the entire Dividend in cash if they do not expressly elect in writing to exercise the Reinvestment Option in accordance with the instructions set out in the Notice of Election. As such, Shareholders (who wish to receive their Dividend wholly in cash) need not take any action with regards to the Notice of Election.

The percentage shareholding of a Shareholder in YHB may be diluted should the Shareholder decide not to exercise the Reinvestment Option. However, the extent of the dilution will depend on the number of New Shares issued by YHB pursuant to the exercise level of the Reinvestment Option by the other Shareholders, which cannot be ascertained at this juncture.

2.3 Pricing of New Shares

The Issue Price, which will be determined and fixed by the Board at a later date after receipt of all relevant approvals on the Price-Fixing Date, shall be at an issue price of not more than a 10% discount to the 5-day VWAP of YHB Shares immediately prior to the Price-Fixing Date. For avoidance of doubt, the VWAP shall be adjusted ex-dividend before applying the aforementioned discount. An illustration of the indicative Issue Price of the New Shares for the Proposed DRP is set out in Section 5 of Part B of this Circular.

The New Shares will be issued free of any brokerage fees and other related transaction costs to Shareholders (unless otherwise provided by any statute, law or regulation). However, the participating shareholders are required to pay RM10.00 for stamp duty.

For information, the Company will announce the Issue Price of the New Shares prior to the Company announcing its intention to fix the book closing date of the DRP.

2.4 Ranking and listing of the New Shares

Any New Shares to be issued pursuant to the Proposed DRP will rank equally in all respects with the existing YHB Shares in issue, save and except that the holders of New Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the New Shares.

Approval will be sought from Bursa Securities for the listing of and quotation for the New Shares on the Main Market of Bursa Securities pursuant to each Dividend to which the Reinvestment Option is made available by the Board. After receipt of said approval from Bursa Securities and other relevant authorities, where applicable, an announcement of the Entitlement Date in relation to a Dividend will be made.

The New Shares will be listed on the Main Market of Bursa Securities.

2.5 Eligibility

The right to participate in the Proposed DRP will be granted to all Shareholders provided that such participation will not result in a breach of any restrictions applicable to such Shareholder's holding of YHB Shares which may be imposed by any contractual obligations, statute, law or regulation in force in Malaysia or any other relevant jurisdiction, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts).

Overseas Shareholders should take note of the following:-

- (i) the Proposed DRP will only be offered for subscription in Malaysia. No action has been or will be taken to ensure that the Proposed DRP complies with the laws of any countries or jurisdictions other than the laws of Malaysia. Accordingly, the documents relating to the Proposed DRP including the Notice of Election will not be sent to Overseas Shareholders to avoid any violation on the part of YHB of any securities laws applicable outside Malaysia. No Overseas Shareholders shall have any claim whatsoever against the Company as a result of the documents relating to the Proposed DRP not being sent to Overseas Shareholders;

- (ii) Overseas Shareholders who wish to participate in the Proposed DRP are strongly advised to provide the Share Registrar of the Company with an address in Malaysia no later than 3 Market Days before the relevant Entitlement Date in respect of any particular Dividend to which the Proposed DRP applies; and
- (iii) Overseas Shareholders will be solely responsible for seeking advice as to the laws of any jurisdiction that they may be subjected to, and participation by Overseas Shareholders in the Proposed DRP will be on the basis that they may lawfully so participate without the Company, its Directors, employees and advisers being in breach of the laws of any jurisdiction.

2.6 Odd lots and fractional Shares

Shareholders who exercise the Reinvestment Option may be allotted New Shares in odd lots depending on their entitlement of New Shares. Shareholders who receive odd lots of New Shares and who wish to trade such odd lots may do so via the odd lots market of Bursa Securities, which allows the trading of odd lots with a minimum of 1 YHB Share.

A Shareholder who does not wish to receive New Shares in odd lots may round down the number of New Shares elected such that the Shareholder will receive New Shares in multiples of, and not less than 100 New Shares. Where a Shareholder's entitlement of New Shares is less than 100 Shares, the Shareholder can elect to receive the entire Dividend entitlement in cash in the usual manner or New Shares in odd lots.

Fractional New Shares will not be allotted. Any amount of a Dividend payment that is insufficient for the issuance of 1 whole New Share will be received in cash by Shareholders in the usual manner together with the Non-Electable Portion (if any).

2.7 Maximum number of New Shares

The maximum number of New Shares to be issued under the Proposed DRP will depend on, amongst others, the quantum of the Dividend, the Board's decision on the proportion/size of the Electable Portion, the number of Shareholders who elect to reinvest the Electable Portion at the Issue Price and any necessary downward adjustment by the Board to the final number of New Shares to be allotted and issued to any of the Shareholders as referred to in Section 4.2 of Part B of this Circular.

2.8 Taxation

Irrespective of whether an election is made by Shareholders to exercise the Reinvestment Option, a tax voucher will be issued and despatched to all Shareholders. For income tax purposes, a Shareholder is regarded as having received a cash distribution equivalent to the amount of the Dividend declared, notwithstanding that the Shareholder may elect to exercise the Reinvestment Option (in whole or in part). Hence the election for the Reinvestment Option does not relieve a Shareholder from any income tax obligation (if applicable) and there is no tax advantage to be gained in exercising the Reinvestment Option or otherwise.

2.9 Use of funds

The Proposed DRP will potentially result in cash retention for the Company if Shareholders elect to reinvest their Dividend in New Shares. The amount of cash reinvested into the Company arising from the Proposed DRP can only be ascertained on or after the relevant Expiry Date. Therefore, the time frame for the use of such cash proceeds can only be determined then. Nonetheless, the net cash proceeds from the Proposed DRP (after the deduction of any related expenses) may be utilised for working capital, repayment of borrowings and/or other requirements of the Group to be identified at the point when such funds are retained.

2.10 Modification, suspension and termination

Subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, as the case may be, the Proposed DRP may be modified, suspended (in whole or in part) or terminated at any time by the Board as it deems fit or expedient by giving notice in such manner as the Board deems fit, notwithstanding any other provision or the terms and conditions of the Proposed DRP stating the contrary and irrespective of whether an election to exercise the Reinvestment Option has been made by a Shareholder.

In the event the Board decides to suspend (in whole or in part) or terminate the Proposed DRP in relation to the Electable Portion, Shareholders will receive the Electable Portion, in cash, in the usual manner.

2.11 General

Shareholders' approval for the Proposed DRP and the issuance of such number of New Shares pursuant to any Dividend to be declared which the Proposed DRP applies will be sought at the forthcoming 31ST AGM. Subsequent Shareholders' approvals for future issuances of New Shares pursuant to the Proposed DRP will be sought at the AGM of YHB on an annual basis, where applicable.

For avoidance of doubt, the specific approval to be obtained from the Shareholders for the issuance of New Shares arising from the Proposed DRP is separate from and in addition to the general mandate to issue and allot new YHB Shares pursuant to Sections 75 and 76 of the Act (i.e. where YHB Shares to be issued shall not exceed 10% of the total number of issued shares of the Company) where the Shareholders' approval is sought at the AGM of YHB on an annual basis.

Amendments to the Constitution of YHB are not required under the Proposed DRP as neither the Constitution of YHB nor the Act prohibits the implementation of any dividend reinvestment plan.

In addition, the Company shall transfer funds amounting to the total net Dividend (after deduction of any applicable income tax) from its account to the Dividend Payment Account held in trust for the Shareholders.

In accordance with Paragraph 6.09 of the Listing Requirements, the Company will, within 8 Market Days from the Expiry Date or such date as may be prescribed by Bursa Securities, allot and issue the New Shares and despatch notices of allotment to the Shareholders (who exercise the Reinvestment Option) ("**Allotment Date**").

Further, in accordance with Paragraphs 8.26(2) and 9.19(2)(a)(ii) of the Listing Requirements, a cash dividend must be paid within 1 month from the Entitlement Date and in any event, within 3 months from the date of the declaration of the dividend or the date on which the approval is obtained in a general meeting of the Company, whichever is applicable. For avoidance of doubt, Dividend for the Shareholders who do not exercise their Reinvestment Option will also be paid concurrently on the Allotment Date, in cash, in the usual manner.

An announcement in respect of the date on which the New Shares will be listed and quoted on the Main Market of Bursa Securities will also be released by the Company accordingly.

3. RATIONALE FOR THE PROPOSED DRP

The establishment of the Proposed DRP is intended to:-

- (i) provide the Company with flexibility in managing its capital position as well as strengthen its capital position as any cash so retained within the Company, that would otherwise be made payable by way of Dividend, will be preserved as capital to fund working capital requirements of the Group; and
- (ii) provide the Shareholders with an opportunity to enhance and maximise the value of their shareholdings in the Company by investing in New Shares that may be issued at a discount to the prevailing market prices. Further, their subscription of such New Shares will be free from any brokerage fees and other related transaction costs (unless otherwise provided by any statute, law or regulation). However, the participating shareholders of the DRP are required to pay RM10.00 for stamp duty.

Nonetheless, the Company wishes to highlight that the Proposed DRP provides the Shareholders with the option, and does not impose any obligation on them, to reinvest their Dividend, in whole or in part, in New Shares.

4. IMPLICATIONS OF THE RULES AND OTHER SHAREHOLDING LIMITS

4.1 The Rules

Under Paragraph 4.01, Part B of the Rules and Sections 217 and 218 of the CMSA, a Shareholder may be under an obligation to extend a take-over offer for the remaining YHB Shares not already owned by him/her and persons acting in concert with him/her (collectively, the "**Affected Party**"), if:-

- (i) by participating in the Proposed DRP in relation to the reinvestment of the Electable Portion, the Affected Party has obtained control via the acquisition or holding of, or entitlement to exercise or control the exercise of voting shares or voting rights of 33% or more of the Company or such other amount as may be prescribed in the Rules, however effected; or
- (ii) the Affected Party holds more than 33% but not more than 50% of the voting shares or voting rights of the Company and acquires, including by participating in the Proposed DRP in relation to any Electable Portion, more than 2% of the voting shares or voting rights of the Company in any 6-month period.

Thereafter, in the event an obligation to undertake a mandatory offer is expected to arise resulting from a Shareholder's participation in the Proposed DRP, the Affected Party may wish to consult his/her professional advisers in relation to:-

- (i) any obligation to make a take-over offer under the Rules as a result of any subscription of New Shares through his/her participation in the Proposed DRP; and
- (ii) whether or not to make an application to the Securities Commission Malaysia to obtain an exemption from undertaking a mandatory offer pursuant to the Rules prior to exercising his/her Reinvestment Option.

4.2 Other shareholding limits

Shareholders are responsible for ensuring that their participation will not result in a breach of any restrictions applicable to such Shareholder's holding of YHB Shares which may be imposed by any contractual obligations, statute, law or regulation in force in Malaysia or any other relevant jurisdiction, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts).

The Board shall be entitled but not obligated to reduce or limit the number of New Shares to be issued to any Shareholder should the Board be aware or be informed in writing of any expected breach of such shareholding limits as a result of the exercise of the Reinvestment Option by such Shareholder, in which case the Board reserves the right to pay the remaining portion of the Electable Portion in cash.

The statements herein do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all implications that may arise under, the Rules or other relevant legislation or regulations. Shareholders who are in doubt as to whether they would incur any obligation to make a take-over offer under the Rules as a result of any subscription of New Shares through their participation in the Proposed DRP are advised to consult their professional advisers at the earliest opportunity.

5. EFFECTS OF THE PROPOSED DRP

The effects of the Proposed DRP are dependent on several factors, which include, amongst others, the quantum of the Dividend, the Board's decision on the proportion/size of the Electable Portion, the extent to which Shareholders elect to reinvest the Electable Portion, the Issue Price and any necessary downward adjustment by the Board to the final number of New Shares to be allotted and issued to Shareholder as referred to in Section 4.2 of Part B of this Circular.

For illustrative purposes only, throughout Section 5 of Part B of this Circular, the number of New Shares that the Company could potentially issue pursuant to the Proposed DRP is based on the following parameters/assumptions:-

- (i) the dividend of 1 sen as set out in Section 1 of Part B of this Circular;
- (ii) the Board determines that the Reinvestment Option applies to the entire dividend;
- (iii) all the Shareholders elect to participate in the Proposed DRP and choose to receive the dividend wholly in New Shares; and

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(iv) the following scenarios:-

		Number of YHB Shares		
		Minimum Scenario	Maximum Scenario	For ALA Scenario
		No. of Shares '000	No. of Shares '000	No. of Shares '000
Issued share capital as LPD (excluding treasury shares)		3,027,069	3,027,069	3,027,069
Add : Assuming full exercise of Warrants ⁽ⁱ⁾		-	361,753	361,753
Add : Assuming full exercise of ESOS Options ⁽ⁱⁱ⁾		-	5,620	5,620
Adjusted issued share capital	A	3,027,069	3,394,442	3,394,442
Dividend per YHB Shares (RM)	B	0.01	0.01	0.01
Dividend payout (RM'000)	C = A x B	30,271	33,944	33,944
Indicative Issue Price per New Share (RM)	D	2.16 ⁽ⁱⁱⁱ⁾	2.16 ⁽ⁱⁱⁱ⁾	2.02 ^(iv)
Indicative number of New Shares to be issued ^(v)	E = C / D	14,014	15,715	16,804
The number of shares applied for ALA rounded to nearest million				17,000
Enlarged issued share capital after the Proposed DRP	G = A + E	3,041,083	3,410,157	3,411,442 ^(vi)
Percentage of enlarged issued share capital	E / G	0.46%	0.46%	0.50%

The additional listing application (“**ALA**”) scenario is presented to illustrate the number of YHB Shares applied to Bursa Securities for the additional listing application. The issue price was derived based on the lowest closing YHB share price for past 18 months up to 24 April 2024 to provide buffer for number of shares applied to cater for share price fluctuation as the issue price will only be price-fixed after the 31ST AGM.

Notes:-

- (i) Assuming all the 361,752,954 outstanding Warrants are exercised prior to the implementation of the Proposed DRP.
- (ii) Assuming all the 5,620,408 outstanding ESOS Options are vested and exercised prior to the implementation of the Proposed DRP.
- (iii) Calculated based on the 5-day VWAP of YHB Shares up to the LPD of RM2.4029, deducting the dividend of 1 sen per YHB Share (i.e. RM2.3929) and thereafter applying a discount of approximately 9.7%.
- (iv) Calculated based on the lowest closing share price for the past 18 months up to 24 April 2024, of RM2.253, deducting the dividend of 1 sen per YHB Share (i.e. RM2.243) and thereafter applying a discount of approximately 10%. The number of shares derived was then rounded to the nearest million.
- (v) The actual number of New Shares to be issued pursuant to the Proposed DRP would be dependent upon the actual issue price to be fixed at a later date after obtaining Bursa Securities’ approval for the listing of and quotation for the New Shares to be issued pursuant to the Proposed DRP, as well as the approval of the shareholders of YHB for the establishment of the Proposed DRP.
- (vi) Calculated based on the adjusted issued share capital (A) + 17,000,000 of YHB Shares applied for ALA rounded to nearest million.

5.1 Issued share capital

The Proposed DRP will not have any effect on the issued share capital of YHB until such time New Shares are issued pursuant to the Proposed DRP. The issued share capital of YHB will increase progressively pursuant to any exercise by Shareholders of the Reinvestment Option whenever the Reinvestment Option is made available by the Board.

For illustrative purposes, the pro forma effects of the Proposed DRP on the issued share capital of YHB are set out below:-

	Minimum Scenario		Maximum Scenario		ALA Scenario	
	Number of Shares '000	RM'000	Number of Shares '000	RM'000	Number of Shares '000	RM'000
Issued share capital as at LPD (excluding treasury shares)	3,027,069	2,522,473	3,027,069	2,522,473	3,027,069	2,522,473
Assuming full exercise of Warrants ⁽ⁱ⁾	-	-	361,753	938,749	361,753	938,749
Assuming full exercise of ESOS Options ⁽ⁱⁱ⁾	-	-	5,620	13,772	5,620	13,772
	<u>3,027,069</u>	<u>2,522,473</u>	<u>3,394,442</u>	<u>3,474,994</u>	<u>3,394,442</u>	<u>3,474,994</u>
No. of Shares to be issued pursuant to the Proposed DRP	14,014	⁽ⁱⁱⁱ⁾ 30,271	15,715	⁽ⁱⁱⁱ⁾ 33,944	17,000	^(iv) 34,340
Enlarged share capital	<u>3,041,083</u>	<u>2,552,744</u>	<u>3,410,157</u>	<u>3,508,938</u>	<u>3,411,442</u>	<u>3,509,334</u>

Notes:-

- (i) Assuming all the 361,752,954 outstanding Warrants are fully exercised into 361,752,954 new Shares at the exercise price of RM2.29 each, including the reversal of RM110.33 million from warrants reserve to share capital.
- (ii) Assuming all the 5,620,408 outstanding ESOS Options, which have been vested, are fully exercised into 5,620,408 new Shares at the exercise price of RM1.99 each, including the reversal of RM2.59 million from share-based option reserve to share capital.
- (iii) Calculated based on the indicative Issue Price of RM2.16 per New Share.
- (iv) Calculated based on the indicative Issue Price of RM2.02 per New Share.

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5.2 NA and gearing

The Proposed DRP will not have any immediate effect on the consolidated NA per Share and gearing ratio of YHB Group until such time when the Reinvestment Option is exercised. The exercise of the Reinvestment Option under the Proposed DRP by Shareholders will preserve cash and increase the NA of YHB Group as compared to the NA position if the dividend is paid wholly in cash. The gearing ratio of YHB Group is expected to improve when the Reinvestment Option is exercised as compared to the gearing ratio if dividend is paid wholly in cash.

For illustration purposes, the effects of the Proposed DRP on gearing ratio when the Reinvestment Option is exercised as compared to the gearing ratio if dividend is paid wholly in cash are as follows:-

	Audited as at 31 January 2024 (RM'million)	After subsequent events up to the LPD (RM'million)	Minimum Scenario		(i) Maximum Scenario		(i) ALA Scenario	
			(ii) Elect wholly in cash (RM'million)	(iii) Elect wholly in New Shares (RM'million)	(ii) Elect wholly in cash (RM'million)	(iii) Elect wholly in New Shares (RM'million)	(ii) Elect wholly in cash (RM'million)	(iii) Elect wholly in New Shares (RM'million)
Total equity	7,977	8,259	8,228	8,259	9,064	9,098	9,064	9,098
Total borrowings ^(iv)	16,319	16,319	16,319	16,319	16,319	16,319	16,319	16,319
Gearing (times)^(v)	2.046	1.976	1.983	1.976	1.800	1.794	1.800	1.794

Notes:-

(i) Assuming the following prior to the Proposed DRP:-

(a) all the 361,752,954 outstanding Warrants are fully exercised into 361,752,954 new Shares at the exercise price of RM2.29 each, including the reversal of RM110.33 million from warrants reserve to share capital; and

(b) all the 5,620,408 outstanding ESOS Options, which have been vested, are fully exercised into 5,620,408 new Shares at the exercise price of RM1.99 each, including the reversal of RM2.59 million from share-based option reserve to share capital,

which result in the total equity amounting to approximately RM9,098 million.

(ii) Assuming Shareholders elect to receive the entire Dividend wholly in cash.

(iii) Assuming Shareholders elect to reinvest the entire Dividend in New Shares.

(iv) Excluding lease liabilities.

(v) Gross gearing = Total Borrowings / Total Equity (Perpetuals and Non-controlling Interests included).

5.3 Earnings and EPS

The Proposed DRP is not expected to have any material effect on the earnings of YHB Group for the financial year ending 31 January 2025. The exercise of the Reinvestment Option will give rise to an immediate dilution in the EPS of the Group as a result of the increase in the number of Shares pursuant to the Proposed DRP. The quantum of such impact cannot be reliably ascertained at this point in time as such effects on the EPS of YHB Group are dependent on the extent to which Shareholders elect to exercise the Reinvestment Option and the return (if any) generated by YHB Group from the utilisation of cash proceeds derived from the Proposed DRP.

5.4 Substantial shareholders' shareholding

The Proposed DRP is not expected to have any immediate effect on the substantial shareholders' shareholding until such time as and when the Reinvestment Option pursuant to the Proposed DRP is exercised. The shareholding percentage of YHB's substantial shareholders will not be affected if all Shareholders fully exercise their respective Electable Portion. However, where substantial shareholders elect to reinvest their Electable Portion in full and some or all of the other Shareholders do not elect to reinvest their Electable Portion or elect to reinvest only part of their Electable Portion, the substantial shareholders' shareholdings in the Company will increase, and vice versa.

5.5 Convertible securities

As at the LPD, the Company has the following convertible securities:-

- (i) 361,752,954 outstanding Warrants which are yet to be exercised;
- (ii) 8,674,112 outstanding ESOS Options which are yet to be exercised; and
- (iii) 9,132,803 RSU, of which 6,528,771 will be settled by YHB Shares and 2,604,032 will be settled by cash, all of which are yet to be exercised and/or vested.

Save for the above, the Company does not have any other convertible securities in issue as at the LPD. For information, the Proposed DRP will not result in any adjustments to the Warrants, ESOS Options and RSU.

6. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of the Shares traded on Bursa Securities for the last twelve (12) months from May 2023 to April 2024 are as follows:-

	Highest (RM)	Lowest (RM)
2023		
May	2.65	2.43
June	2.62	2.51
July	2.60	2.47
August	2.62	2.50
September	2.58	2.45
October	2.50	2.33
November	2.48	2.40
December	2.59	2.39
2024		
January	2.60	2.48
February	2.58	2.46
March	2.56	2.31
April	2.45	2.33

Last transacted price of Shares on the LPD was RM2.45

7. APPROVALS REQUIRED

The Proposed DRP is subject to the following approvals being obtained from:-

- (i) the Shareholders at the forthcoming 31ST AGM, for the establishment of the Proposed DRP and the issuance of New Shares arising from the Proposed DRP; and
- (ii) any other relevant authorities and/or parties, if required.

Compliance with Section 85 of the Act

Section 85(1) of the Act states that:-

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

Clause 13(G) of the Constitution states that:-

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

By the Shareholders approving the issuance and allotment of the new YHB Shares in the Company pursuant to the Proposed DRP which will rank equally with the existing issued shares in the Company, this amounts to a disapplication of pre-emptive rights pursuant to Section 85(1) of the Act and Clause 13(G) of the Constitution to be first offered the YHB Shares which will result in a dilution to their shareholding percentage in the Company.

In respect of the implementation of the Proposed DRP for any future Dividends to which the Reinvestment Option applies, the issuance of the New Shares to be issued pursuant to the exercise of the Reinvestment Option by Shareholders is conditional upon approvals being obtained from the following:-

- (i) the Shareholders' approval at the AGM on an annual basis. This is in addition to any general mandate pursuant to Sections 75 and 76 of the Act;
- (ii) Bursa Securities for the listing of and quotation for the New Shares to be issued pursuant to the Proposed DRP on the Main Market of Bursa Securities and subject to the following conditions:-

No.	Condition	Status of Compliance
(a)	YHB and AmInvestment Bank must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed DRP;	To be complied
(b)	YHB and AmInvestment Bank to inform Bursa Securities upon completion of the Proposed DRP;	To be complied

No.	Condition	Status of Compliance
(c)	AmlInvestment Bank to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed DRP is completed; and	To be complied
(d)	Payment of additional listing fee, if any, based on the final issue price together with a copy of the details of the computation of the amount of listing fees payable.	To be complied

(iii) any other relevant authorities and/or parties, if required.

The voting on the resolution pertaining to the Proposed DRP at the forthcoming 31ST AGM will be taken on a poll.

8. CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed DRP, there are no other outstanding corporate proposals announced by us but pending completion prior to the date of this Circular.

The Proposed DRP is not conditional upon any other corporate proposals undertaken or to be undertaken by the Company.

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED

None of the directors, major shareholders and chief executive of YHB and/or persons connected to them has any interest, either direct or indirect, in the Proposed DRP, beyond their respective entitlement as Shareholders under the Proposed DRP, to which all other Shareholders are similarly entitled to.

10. DIRECTORS' STATEMENT/RECOMMENDATION

The Board, having considered all aspects of the Proposed DRP, including but not limited to the rationale and effects of the Proposed DRP, is of the opinion that the Proposed DRP is in the best interest of the Company and recommends that the Shareholders vote in favour of the ordinary resolution in relation to the Proposed DRP to be tabled at the forthcoming 31ST AGM.

11. ESTIMATED TIMEFRAME FOR COMPLETION AND TENTATIVE TIMETABLE FOR IMPLEMENTATION

Barring any unforeseen circumstances and subject to obtaining all the required approvals, the Proposed DRP is expected to be ready for implementation by the 3rd quarter of 2024.

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12. AGM

The 31ST AGM, the notice of which is enclosed in the YHB's Integrated Annual Report 2024, 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 BSIP at <https://investor.boardroomlimited.com> ("**Online Platform**") on **Tuesday, 16 July 2024 at 10.30 a.m.** or any adjournment thereof, for the purpose of considering and, if thought fit, passing the ordinary resolution, with or without any modifications to give effect to the Proposed DRP. An extract of the notice of the 31ST AGM is enclosed in Appendix III of Part B of this Circular.

If you are unable to attend and vote at the 31ST AGM, you may appoint a proxy to attend and vote on your behalf by completing, signing and returning the Form of Proxy in accordance with the instructions contained therein as soon as possible and in any event so as to arrive at the office of the Company's appointed Share Registrar for the 31ST AGM, Boardroom Share Registrars Sdn. Bhd. not less than forty-eight (48) hours before the time set for holding the 31ST AGM or any adjournment thereof. The instrument appointing a proxy can also be electronically submitted to the appointed Share Registrar for the 31ST AGM via BSIP at <https://investor.boardroomlimited.com> before the cut-off time as mentioned above. Kindly refer to the Administrative Details for the 31ST AGM which are available on the Company's website at www.yinson.com.

The completion and lodgement of the Form of Proxy will not preclude you from attending and voting at the forthcoming 31ST AGM should you subsequently wish to do so.

13. FURTHER INFORMATION

You are advised to refer to the appendices set out in this Circular for further information.

Yours faithfully
For and on behalf of the Board of
YINSON HOLDINGS BERHAD

LIM HAN WENG
Group Executive Chairman

DIVIDEND REINVESTMENT PLAN STATEMENT

**YINSON HOLDINGS BERHAD**

Registration No. 199301004410 (259147-A)
(Incorporated in Malaysia under the Companies Act 1965
and deemed registered under the Companies Act 2016)

DIVIDEND REINVESTMENT PLAN STATEMENT

(Abbreviations and definitions, unless where the context requires otherwise, shall be as set out in Section 2 under “Definitions” governing this Statement).

This Statement contains the Terms and Conditions as may be amended from time to time of the Dividend Reinvestment Plan of YHB under which persons appearing in the Record of Depositors of YHB, as Shareholders on the Entitlement Date may, in relation to any Dividends, be given a Reinvestment Option as the Board may, at its absolute discretion, make available.

Irrespective of whether an election is made by a Shareholder, a tax voucher will be despatched to all Shareholders. For income tax purposes, a Shareholder shall be treated as having received cash dividend distribution equivalent to the amount of the Dividend declared, notwithstanding that the Shareholder may elect to exercise the Reinvestment Option (in whole or in part). Hence, the election for the Reinvestment Option does not relieve the Shareholder of any income tax obligation (if applicable) and there is no tax advantage to be gained in exercising the Reinvestment Option or otherwise.

SUMMARY OF THE DIVIDEND REINVESTMENT PLAN

The Dividend Reinvestment Plan will provide Shareholders with an option to elect to reinvest their Dividends in New Shares, instead of receiving cash.

Whenever a Dividend is announced, the Board may, at its absolute discretion, determine whether to pay such Dividend in cash or to offer the Shareholders the Reinvestment Option and where applicable, the size of the Electable Portion. Shareholders should note that YHB is not obliged to undertake the Dividend Reinvestment Plan for each and every Dividend.

In this respect, the Electable Portion may encompass the whole or part of the Dividend. In the event the Electable Portion is not applicable for the whole Dividend, the Remaining Portion will be paid in cash.

Unless the Board has determined that the Reinvestment Option will apply to a particular Dividend (whether in whole or in part), all Dividends as may be declared by YHB will be paid wholly in cash to Shareholders in the usual manner through the Dividend Payment Account.

YHB will issue the New Shares to Shareholders who elect to exercise the Reinvestment Option under the Dividend Reinvestment Plan. The Issue Price which will be determined and fixed by the Board on the Price-Fixing Date shall be at an issue price of not more than 10% discount to the 5-day VWAP of YHB Shares immediately prior to the Price-Fixing Date. The VWAP of YHB Shares shall be adjusted ex-dividend before applying the aforementioned discount in fixing the Issue Price.

Approval will be sought from Bursa Securities for the listing of and quotation for the New Shares on the Main Market of Bursa Securities pursuant to each and every Dividend to which the Dividend Reinvestment Plan applies. An announcement of the Entitlement Date in relation to a Dividend to which the Reinvestment Option applies will be made, after receipt of the approval of Bursa Securities and approval from Shareholders and other relevant authorities, where applicable. The Issue Price shall be announced either on the same day as or before the announcement of the Entitlement Date in relation to a Dividend to which the Reinvestment Option applies.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

Subsequent to the Entitlement Date, a Notice of Election will be despatched to the Shareholders. Instructions will be provided in the Notice of Election in respect of the action to be taken by the Shareholders should they wish to exercise the Reinvestment Option. The Notice of Election will also state, amongst others, the Expiry Date.

The Dividend Reinvestment Plan will allow Shareholders to have the following options in respect of the Reinvestment Option:-

- (i) to elect to participate in the Reinvestment Option by reinvesting the entire Electable Portion at the Issue Price for New Shares and to receive the Non-Electable Portion in cash;
- (ii) to elect to participate in the Reinvestment Option by reinvesting part of the Electable Portion at the Issue Price for New Shares, and to receive the balance of the Electable Portion and Non-Electable Portion in cash; or
- (iii) to elect not to participate in the Reinvestment Option and thereby receive their entire Dividend entitlement (both Electable Portion and Non-Electable Portion) in cash.

A stamp duty of RM10.00 will be levied on each DRF or e-DRF submitted by the Participating Shareholders. In addition, Participating Shareholders submitting the e-DRF via SSHSB Online will be charged a handling fee of RM5.00 by the Share Registrar for each e-DRF.

YHB will, within 8 Market Days from the Expiry Date or such date as may be prescribed by Bursa Securities, allot and issue the New Shares and despatch notices of allotment to Shareholders (who exercise the Reinvestment Option). The New Shares to be issued pursuant to the Dividend Reinvestment Plan will not be underwritten.

Concurrently, on the Allotment Date (which will be within 1 month from the Entitlement Date and in any event, within 3 months from the date of declaration of the Dividend or the date on which the approval is obtained in a general meeting of YHB, whichever is applicable), the Remaining Portion and the balance of the Electable Portion not reinvested will be paid in cash to the respective Shareholders in the usual manner through a Dividend Payment Account, where applicable.

YHB will also release an announcement on the Market Day on which the New Shares will be listed and quoted on the Main Market of Bursa Securities.

The New Shares will, upon allotment and issuance, rank equally in all respects with the existing YHB Shares, save and except that the holders of New Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the New Shares. The New Shares are prescribed securities and will be credited directly into the respective CDS accounts of Shareholders who exercise their Reinvestment Option. No physical share certificates will be issued to the Shareholders.

All Shareholders are eligible to participate in the Dividend Reinvestment Plan subject to the restrictions described in the Terms and Conditions.

HOW TO PARTICIPATE

Participation in the Dividend Reinvestment Plan is optional and not transferable. A Shareholder wishing to exercise the Reinvestment Option in respect of any Electable Portion to which a Notice of Election received by him/her relates must complete the DRF and return it to the office of the Share Registrar or submit the completed e-DRF to our Share Registrar via SSHSB Online, Bursa Anywhere or NRS in accordance with the instructions as prescribed therein.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

Shareholders who receive more than 1 Notice of Election and wish to reinvest in New Shares in respect of all or part of his/her entitlement to the Electable Portion arising from his/her entire holding of YHB Shares must complete all the Notices of Election received by him/her (to the extent of the entitlement to the Electable Portion in which he/she intends to reinvest in New Shares) and return the completed DRF to the office of the Share Registrar or at such address as may be determined by the Company from time to time, or submit the completed e-DRF to the Share Registrar via SSHSB Online, Bursa Anywhere or NRS in accordance with the instruction as prescribed therein on or before the Expiry Date. Shareholders should note that they are at liberty to decide which particular Notice of Election they wish to elect for the reinvestment in New Shares.

Where any particular Notice of Election is not elected upon, the Dividend relating thereto will be paid in cash by the Company to the Shareholders in the usual manner through a Dividend Payment Account.

To be effective in respect of any Electable Portion to which a Notice of Election relates, such duly completed and signed DRF contained in the Notice of Election (together with the Stamp Certificate issued via Stamp Assessment and Payment System ("**STAMPS**") as proof of payment of stamp duty) must be received by the Share Registrar or at such address as may be determined by the Company from time to time, or by electronic means through the Share Registrar via SSHSB Online, Bursa Anywhere or NRS in accordance with the instruction as prescribed therein on or before the Expiry Date (which shall be at least 14 days from the date the Notice of Election is despatched is sent) stated in the Notice of Election in respect of that particular Reinvestment Option.

All Shareholders are eligible to participate in the Dividend Reinvestment Plan, provided that:-

- (i) such participation will not result in a breach of any restrictions on their holding of YHB Shares which may be imposed by any of their contractual obligations, or by any statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts); or
- (ii) there are no restrictions for such participation as prescribed in the Constitution.

Shareholders should however note that the Notice of Election will not be sent to Shareholders whose address in the Company's Record of Depositors is not in Malaysia to avoid any violation on the part of YHB of any securities laws applicable outside Malaysia.

Shareholders who currently do not have registered addresses in Malaysia and who wish to participate in the Dividend Reinvestment Plan are strongly advised to provide the Share Registrar with an address in Malaysia not less than 3 Market Days before the relevant Entitlement Date in respect of any particular Dividend to which the Reinvestment Option is made available by the Board.

Shareholders should note that under the Dividend Reinvestment Plan:-

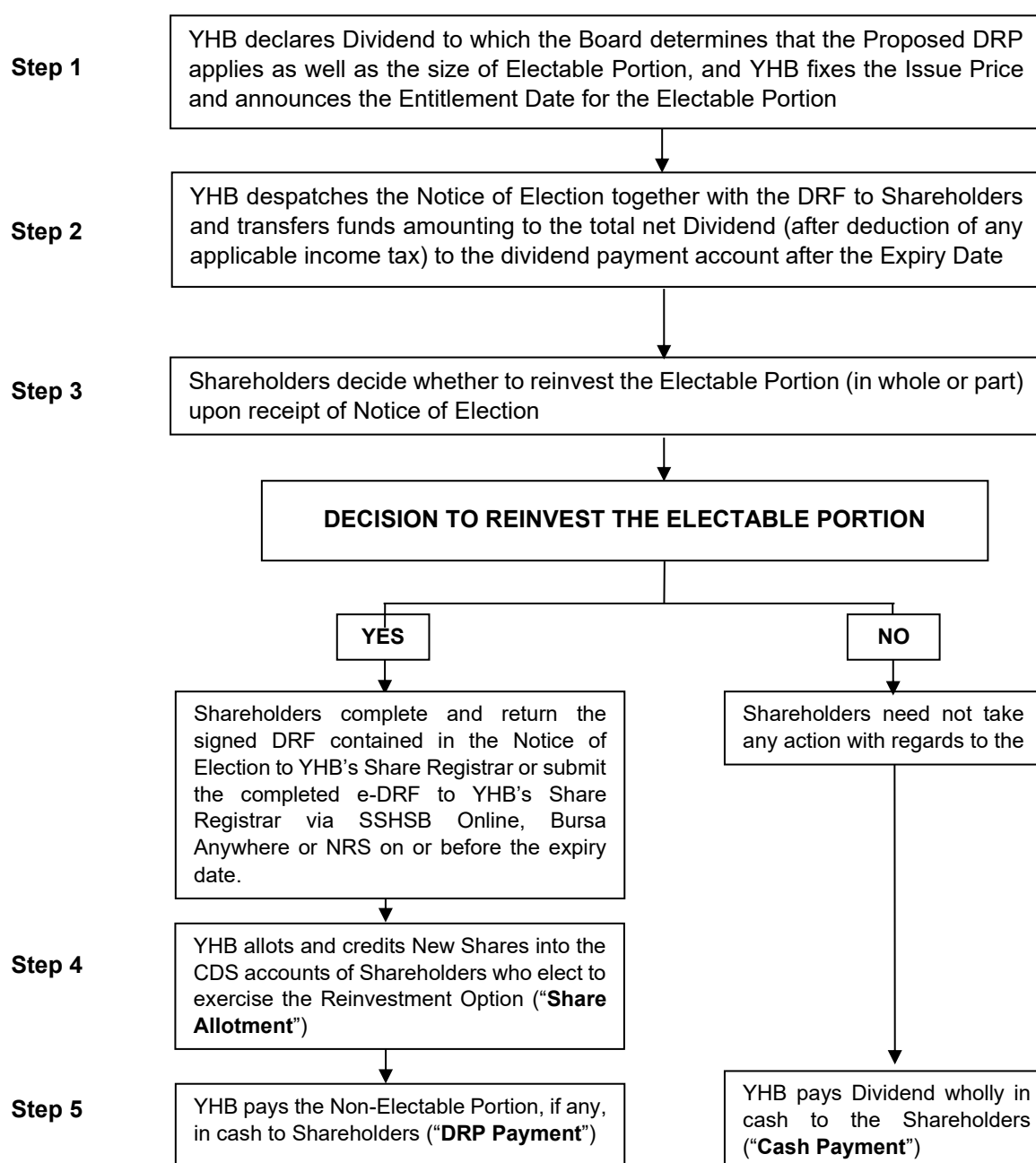
- (i) in exercising the Reinvestment Option, they are at their liberty to reinvest the entire Electable Portion or a part thereof to which a Notice of Election relates; and
- (ii) their right to exercise the Reinvestment Option is non-transferable.

Shareholders will receive the Electable Portion in cash if they do not expressly elect in writing or by electronic means to exercise the Reinvestment Option by the Expiry Date. As such, Shareholders who wish to reject the Reinvestment Option or to receive their Dividend wholly in cash need not take any action with regards to the Notice of Election.

The percentage shareholding of a Shareholder may be diluted should he/she decides not to exercise his/her Reinvestment Option. However, the extent of the dilution, if any, will depend on the number of New Shares issued by the Company pursuant to the level of the Reinvestment Option exercised by other Shareholders.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

A process flow chart in relation to how the Dividend Reinvestment Plan is intended to be administered is shown below:-



In respect of Step 5, Shareholders should take note that the Cash Payment, the Share Allotment and the DRP Payment will occur on the same day, which will be within 1 month from the Entitlement Date and in any event, within 3 months from the date of declaration of the Dividend or the date on which the approval is obtained in a general meeting of YHB, whichever is applicable.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

TERMS AND CONDITIONS OF THE DIVIDEND REINVESTMENT PLAN**1. Establishment**

The Dividend Reinvestment Plan will be established by the Board and the administration of the Dividend Reinvestment Plan, including the Reinvestment Option and the Electable Portion shall be determined by the Board at its absolute discretion.

2. Definitions

In these Terms and Conditions, the following definitions shall apply:-

Allotment Date	:	Date of the issuance of New Shares which falls within 8 Market Days from the Expiry Date or such date as may be prescribed by Bursa Securities
Board	:	Board of Directors of YHB
Bursa Anywhere	:	Bursa Depository's mobile application electronic platform that enables depositors to access, manage, execute CDS transactions and receive CDS notifications electronically.
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd, Registration No. 198701006854 (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad, Registration No. 200301033577 (635998-W)
CDS	:	Central Depository System
CMSA	:	Capital Markets and Services Act 2007
Constitution	:	Constitution of YHB
Control	:	The acquisition or holding of, or entitlement to exercise or control the exercise of, voting shares or voting rights of more than 33%, or such other amount as may be prescribed in the CMSA and Rules, howsoever effected
Dividend(s)	:	Cash dividend(s) as may be declared by YHB, which includes any interim, final, special or other types of cash dividend
Dividend Payment Account	:	The non-interest bearing account opened by the Company to facilitate the payment of Dividends
Dividend Reinvestment Plan	:	Dividend reinvestment plan which was approved by the Shareholders at the annual general meeting held on 16 July 2024
DRF	:	Dividend reinvestment form
e-DRF	:	Electronic DRF
Electable Portion	:	The whole or part of the Dividends to which the Board, at its absolute discretion, determines that the Reinvestment Option applies

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- Entitlement Date** : The date as at the close of business (to be determined and announced later by the Board) on which Shareholders' names appear in the Record of Depositors of the Company in order to participate in the Proposed DRP applicable to a Dividend
- Expiry Date** : The last day (which will be a date to be fixed and announced by the Board and which shall be at least 14 days from the date of Notice of Election is despatched or such date as may be prescribed by Bursa Securities) by which an election to be made by the Shareholders in relation to their Electable Portion must be received by the Share Registrar or at such address as may be determined by the Company from time to time, or by electronic means through the Share Registrar's website
- Issue Price** : The issue price of the New Shares, to be determined and fixed by the Board on the Price-Fixing Date, and which shall be an issue price of not more than 10% discount to the 5-day VWAP of YHB Shares immediately preceding the Price-Fixing Date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time
- Listing Requirements** : Main Market Listing Requirements of Bursa Securities, as amended from time to time
- Market Day(s)** : Any day between Mondays to Fridays (inclusive of both days) which is not a public holiday and on which Bursa Securities is open for the trading of securities, which may include a surprise holiday (i.e. a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year)
- New Share(s)** : New YHB Shares to be issued pursuant to the Proposed DRP
- Non-Electable Portion** : The portion of a Dividend, to which the Board, in its absolute discretion, determines that the Reinvestment Option does not apply
- Notice of Election** : The notice of election (in such form as the Board may approve) in relation to the Reinvestment Option by which the Shareholders confirm the exercise thereof, which may be completed in writing or electronically on the Share Registrar's website. The Notice of Election, which will stipulate amongst others, the instructions in respect of the action to be taken by Shareholders should they wish to exercise the Reinvestment Option as well as the Expiry Date, will be despatched to the Shareholders after the Entitlement Date
- NRS** : Nominee Rights Subscription service offered by Bursa Depository
- Overseas Shareholder(s)** : Shareholder(s) whose address(es) in the Company's Record of Depositors is/are outside of Malaysia
- Participating Shareholder(s)** : Shareholder(s) who elect to exercise the Reinvestment Option pursuant to the Dividend Reinvestment Plan up to the extent of the Electable Portion in respect of his/her holding of YHB Shares as at each Entitlement Date to which each Notice of Election received by him/her relates

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

Price-Fixing Date	: The date on which the Board determines and announces the Issue Price. For avoidance of doubt, the Price-Fixing Date shall be determined and announced by the Board, upon procuring all relevant approvals, either on the same day as or before the announcement of the Entitlement Date in relation to a Dividend to which the Reinvestment Option applies
Record of Depositors	: A record of depositors established by Bursa Depository under the Rules of Bursa Depository
Reinvestment Option	: The option given to the Shareholders pursuant to the Proposed DRP and at the Board's discretion, to reinvest all or part of the Electable Portion of their Dividends into New Shares
Remaining Portion	: The remaining portion of the Dividend (where the Electable Portion is not applicable to the whole Dividend declared) which will be paid in cash
RM and sen	: Ringgit Malaysia and sen, respectively
Rules	: Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia
Shareholder(s)	: Shareholder(s) of YHB
Share Registrar or Securities Services	: The share registrar of YHB, namely Securities Services (Holdings) Sdn Bhd (Registration No. 197701005827 (36869-T) or such other person, firm or company as for the time being maintaining the share registrar of YHB in Malaysia
SSHSB Online	: Share Registrar's online website at www.sshsb.com.my
Statement	: Dividend Reinvestment Plan Statement
Terms and Conditions	: The terms and conditions of the Dividend Reinvestment Plan as may be amended, modified and supplemented from time to time
VWAP	: Volume weighted average price
YHB or Company	: Yinson Holdings Berhad, Registration No. 199301004410 (259147-A)
YHB Share(s) or Shares(s)	: Ordinary shares in the Company

3. Eligibility

All Shareholders are eligible to participate in the Dividend Reinvestment Plan, provided that:-

- (i) such participation will not result in a breach of any restrictions applicable on their holding of YHB Shares which may be imposed by any contractual obligations, statute, law or regulation in force in Malaysia or any other relevant jurisdiction, as the case may be (unless the requisite approvals under the relevant statute, law or regulation from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts); or
- (ii) there are no restrictions for such participation as prescribed in the Constitution.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

4. Overseas Shareholders

To avoid any violation on the part of YHB of any securities laws applicable outside Malaysia, the Dividend Reinvestment Plan will only be offered for subscription in Malaysia. No action has been or will be taken to ensure that the Dividend Reinvestment Plan complies with the laws of any countries or jurisdictions other than the laws of Malaysia. Accordingly, documents relating to the Dividend Reinvestment Plan, including the Notice(s) of Election, will not be sent to Overseas Shareholders. No Overseas Shareholder shall have any claim whatsoever against the Company as a result of the documents relating to the Dividend Reinvestment Plan not being sent to such Overseas Shareholder. Overseas Shareholders who receive or come to have in their possession a Notice of Election and/or any other documents relating to the Dividend Reinvestment Plan may not treat the same as being applicable to them (except where the Notice of Election and/or documents relating to the Dividend Reinvestment Plan have been collected from the Share Registrar in the manner specified below) and are, in any event, advised to inform themselves of, and to observe, any prohibitions and restrictions, and to comply with any applicable laws and regulations relating to the Dividend Reinvestment Plan as may be applicable to them.

Overseas Shareholders may collect the documents relating to the Dividend Reinvestment Plan from the Share Registrar, Securities Services (Holdings) Sdn Bhd, at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia or at such address as may be announced by the Company from time to time and the Share Registrar may in such an event be entitled to satisfy itself as to the identity and authority of the person collecting the Notice of Election or alternatively, provide the Share Registrar with their respective addresses in Malaysia not later than 3 Market Days before the relevant Entitlement Date in respect of any particular Dividend to which the Dividend Reinvestment Plan shall apply.

Overseas Shareholders will be solely responsible for seeking advice as to the laws of any jurisdiction that they may be subjected to, and participation by Overseas Shareholders in the Dividend Reinvestment Plan will be on the basis that they may lawfully so participate without the Company and its directors, employees and advisers, as well as their relevant representatives being in breach of the laws of any jurisdiction.

Neither the Company, any of its subsidiaries, their respective directors, officers, employees, advisers, agents, affiliates and representatives and the employees of the advisers, agents, affiliates and representatives nor any other advisers shall accept any responsibility or liability in the event of any participation in the Dividend Reinvestment Plan by an Overseas Shareholder is or shall become illegal, unenforceable, voidable or void in any such countries or jurisdictions.

5. Mode of election to participate**Participation in the Dividend Reinvestment Plan**

By electing to exercise the Reinvestment Option under the Dividend Reinvestment Plan, the Shareholder (who exercises the Reinvestment Option), unconditionally and irrevocably:-

- (i) warrants to the Company that he/she has the legal right, full power and authority to participate in the Dividend Reinvestment Plan and that his/her participation in the Dividend Reinvestment Plan will not result in a breach of any statute, law or regulation or contractual obligation by which he/she is bound;
- (ii) acknowledges that the Company may at its absolute discretion determine whether the Shareholder's (who exercises the Reinvestment Option) Notice of Election is valid, even if the DRF or e-DRF is incomplete, contains errors or is otherwise defective;
- (iii) acknowledges that the Company may accept or reject the DRF or e-DRF from the Shareholders (who exercise the Reinvestment Option), and the decision of the Company is final and conclusive and agrees that the Company need not provide any reason for such decision;

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- (iv) acknowledges that the Company has not provided the Shareholders (who exercise the Reinvestment Option) with investment advice or any other advice;
- (v) agrees to the Terms and Conditions and agrees not to do any act or thing which would be contrary to the intention or purpose of the Dividend Reinvestment Plan;
- (vi) submits to the jurisdiction of the Malaysian Courts, in each case, at all times until the termination of the Dividend Reinvestment Plan; and
- (vii) agrees that notwithstanding any other provisions, the Terms and Conditions set out herein or otherwise and irrespective of whether an election to exercise the Reinvestment Option has been made, if at any time after the Board has determined that the Dividend Reinvestment Plan shall apply to any Dividend and before the allotment and issuance of the New Shares in respect of the Electable Portion, the Board shall consider that by reason of any event or circumstance (whether arising before or after such determination) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement the Dividend Reinvestment Plan in respect of the Electable Portion, the Board may, at its absolute discretion and as they may deem fit and expedient and without assigning any reason thereto, by giving the Shareholders notice in such manner as the Board deems fit, modify, suspend (in whole or part) or cancel the application of the Dividend Reinvestment Plan in relation to the Electable Portion subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, as the case may be. In such event, the Shareholders shall receive the Electable Portion in cash in the usual manner through a Dividend Payment Account.

YHB will within 8 Market Days from the Expiry Date or such other date as may be prescribed by Bursa Securities, allot and issue the New Shares and despatch notices of allotment to the Shareholders (who exercise the Reinvestment Option). Concurrently, on the Allotment Date (which will be on a date falling within 1 month from the Entitlement Date and in any event, within 3 months from the date of declaration of the Dividend or the date on which the approval is obtained in a general meeting of YHB, whichever is applicable), the Remaining Portion and the balance of the Electable Portion will be paid in cash to the respective Shareholders in the usual manner through a Dividend Payment Account, where applicable.

An announcement will be made on the listing of and quotation for the New Shares to be issued pursuant to the Dividend Reinvestment Plan on the Main Market of Bursa Securities.

Shareholders will receive the Electable Portion in cash if they do not expressly elect in writing to exercise the Reinvestment Option by the Expiry Date. As such, Shareholders who wish to reject the Reinvestment Option or to receive their Dividend wholly in cash need not take any action with regard to the Notice(s) of Election.

5.1 Manually through submission of the DRF

Subsequent to the Entitlement Date, the Company will, at its discretion, send to each Shareholder 1 or more Notice(s) of Election in relation to each CDS account held by the Shareholder. The Notice of Election will state the instructions in respect of the action to be taken by the Shareholders should they wish to exercise their respective Reinvestment Option. The Notice of Election will also state, amongst others, the Expiry Date. For the avoidance of doubt, the Expiry Date shall be at least 14 days from the date the Notice of Election is despatched.

To be effective in respect of any Electable Portion, a DRF must be duly completed and executed by the Shareholder as to the confirmation of his/her election to reinvest the Electable Portion and must be received by the Share Registrar or at such address as may be announced by the Company from time to time, by the Expiry Date.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

Shareholders who receive more than 1 Notice of Election and wish to reinvest in New Shares in respect of all or part of his/her entitlement to the Electable Portion arising from his/her entire holding of YHB Shares must complete all Notices of Election received by him/her and return the completed Notices of Election to the Share Registrar or at such address as may be announced by the Company from time to time, by the Expiry Date. Shareholders who receive more than 1 Notice of Election may elect to reinvest in New Shares in respect of his/her entitlement to which 1 or more Notice(s) of Election relates and may decline to reinvest in New Shares in respect of his/her entitlement to which another or any other Notice of Election relates. Shareholders should note that they are at liberty to decide which particular Notices of Election they wish to elect for the reinvestment in New Shares.

Where any particular Notice of Election is not elected upon, the Dividend relating thereto will be paid in cash by the Company in the usual manner through a Dividend Payment Account.

Notwithstanding the date of receipt of the completed Notice(s) of Election by the Share Registrar or at such address as may be announced by the Company from time to time, in accordance with Paragraph 6.09 of the Listing Requirements, the Allotment Date of the New Shares will take place within 8 Market Days from the Expiry Date or such other date as may be prescribed by Bursa Securities, provided that the completed DRF has been received by the Share Registrar or at such address as may be announced by the Company from time to time, by the Expiry Date. A DRF to participate in the Dividend Reinvestment Plan in any other form will not be accepted by the Company.

A DRF in respect of any Electable Portion is irrevocable and shall not be withdrawn or cancelled by the Shareholders (who exercise the Reinvestment Option). The Company has the discretion and right to accept or reject any DRF that is incomplete, contains errors or is otherwise defective. The Company is under no obligation to correct any invalid Notice(s) of Election on behalf of any Shareholder or to provide any reason for rejecting any Notice(s) of Election. Any Notice(s) of Election received after the Expiry Date shall be invalid.

Effective 1 January 2024, the Inland Revenue Board of Malaysia (“**IRBM**”) has terminated the usage of revenue stamps as a stamping method at all IRBM stamping duty counters and district stamping offices.

In connection thereto, the application and payment of stamp duty of RM10.00 for the Dividend Reinvestment Plan is to be performed online via the IRBM system namely, STAMPS at <https://stamps.hasil.gov.my/stamps/>. Thereafter, a Stamp Certificate will be issued via STAMPS as proof of payment of stamp duty.

IF YOU ELECT TO PARTICIPATE IN THE DIVIDEND REINVESTMENT PLAN VIA PHYSICAL SUBMISSIONS OF THE COMPLETED HARDCOPY DRF, YOU MUST ATTACH A COPY OF THE STAMP CERTIFICATE TO THE COMPLETED DRF BEFORE SUBMITTING THE COMPLETED DRF TO OUR SHARE REGISTRAR.

Alternatively, you may elect to participate in the Dividend Reinvestment Plan through submission of the e-DRF electronically via SSHSB Online, Bursa Anywhere or NRS.

5.2 Electronic election via SSHSB Online, Bursa Anywhere or NRS

Shareholders who wish to exercise their Electable Portion electronically may do so through the Share Registrar’s website via SSHSB Online at www.sshsb.com.my. To use the electronic services to exercise his/her Electable Portion, Shareholders are required to register as a user with Securities Services. Shareholders are advised to read the instructions as well as the terms and conditions of the electronic election before making an election electronically.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

Participating Shareholders who wish to opt for electronic election shall take note of the following instructions:-

- (i) any electronic election of Electable Portion received by the Share Registrar after the Expiry Date shall be regarded as null and void and of no legal effect unless the Board, in its absolute discretion, determines otherwise and such Shareholder who is entitled to the Dividend based on his/her entitlement on the Entitlement Date, as the case may be, shall be deemed to have elected to receive the Dividend entitlement in cash. An electronic election, once received by the Share Registrar from the Participating Shareholder, is irrevocable and shall be binding on him/her;
- (ii) once the Shareholder is registered as a user with Securities Services, the Shareholder will receive one (1) notification to login to Securities Services in relation to each CDS account held by him/her. Accordingly, for each CDS account, the Shareholder can elect to exercise the Electable Portion in whole or part thereof as stipulated in his/her entitlement to the Dividend Reinvestment Plan or if the Registered Shareholder does not so elect, he/she will receive the Dividend entitlement wholly in cash;
- (iii) multiple submissions in relation to the same CDS account, or those appearing to be, or suspected of being multiple submissions in relation to the same CDS account, may be rejected at the discretion of the Board, and such Shareholder shall be treated as having elected to receive their Electable Portion in cash;
- (iv) any e-DRF submitted via SSSB Online or Bursa Anywhere must be in accordance with the terms stipulated in SSSB Online or Bursa Anywhere, this Dividend Reinvestment Plan Statement and the Notice of Election. Any e-DRF submitted that does not conform to the terms of SSSB Online or Bursa Anywhere, this Dividend Reinvestment Plan Statement and the Notice of Election or which is illegible may be rejected by our Company. Our Company has the discretion and right to accept or reject any e-DRF that is incomplete, contain errors, and/or illegible, and you shall be treated as having elected to receive the Electable Portion in cash;
- (v) once the Shareholder is registered as a user with Securities Services, the Shareholder will receive one (1) notification to login to Securities Services in relation to each CDS account held by him/her. Accordingly, for each CDS account, the Shareholder can elect to exercise the Electable Portion in whole or part thereof as stipulated in his/her entitlement to the Dividend Reinvestment Plan or if the Registered Shareholder does not so elect, he/she will receive the Dividend entitlement wholly in cash;
- (vi) multiple submissions in relation to the same CDS account, or those appearing to be, or suspected of being multiple submissions in relation to the same CDS account, may be rejected at the discretion of the Board, and such Shareholder shall be treated as having elected to receive their Electable Portion in cash;
- (vii) the electronic election made must be in accordance with the notes and instructions as prescribed therein on or before the expiry date. Any electronic election submitted that does not conform to the terms of Securities Services, this Statement or which are illegible may not be accepted at the sole discretion of the Company. The Company reserves the right, in its absolute discretion, to reject any electronic election which is incomplete, incorrectly completed, and/or illegible, and such Shareholder shall be treated as having elected to receive their Electable Portion in cash;

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

All **Registered Shareholders** who wish to exercise the Electable Portion electronically are required to follow the procedures as stated below:-

Procedure to exercise the Electable Portion electronically (PLEASE SUBSCRIBE NO LATER THAN EXPIRY DATE FOR THE DIVIDEND REINVESTMENT PLAN)	
Step 1:	Login to SSSHB Online www.sshsb.com.my
Step 2:	Select the corporate exercise name: "YHB - DIVIDEND REINVESTMENT PLAN"
Step 3:	Read and agree to the Terms & Conditions and Declaration
Step 4:	Enter your CDS account
Step 5:	Review your election and click "Confirm"
Step 6:	Proceed to pay the stamp duty of RM10.00 and handling fee of RM5.00 for each e-DRF via online payment at the specified payment methods
Step 7:	Completion of payment

Notes:

- You are required to read, understand, and agree to be bound by these terms and conditions in relation to the access and use of SSSHB Online at www.sshsb.com.my, which constitute a legal agreement between you and Securities Services. You represent and warrant that you have full authority to accept these terms and conditions
- For each CDS account, the Shareholder can elect to exercise the Electable Portion in whole or part thereof as stipulated in his/her entitlement to the Dividend Reinvestment Plan or if the Registered Shareholder does not so elect, he/she will receive the Dividend entitlement wholly in cash
- To print the payment receipt
- To print your e-DRF for your record

If you encounter any problems during the process, please do not hesitate to contact the Share Registrar at +603 – 2084 9000.

Terms and Conditions for exercising the Electable Portion electronically

- You are to abide by all cut-off dates and times for the SSSHB Online at www.sshsb.com.my based on directives issued by the entity conducting the Dividend Reinvestment Plan exercise in connection therewith, where relevant.
- You may submit your election via completed DRF.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- (iii) You are responsible that your election by way of electronic is subject to the risk of the hardware/device (including but limited to desktop computers, laptop computers, electronic tablet, television screens and mobile phones), the network connection to utilise the electronic election. Any fees/expenses incurred arising from such network connection shall be fully borne by you. You acknowledge that your electronic election is subject to the above risks which beyond the control of the entity of the Share Registrar and irrevocably agree that if:-
- (a) the entity or the Share Registrar does not receive your electronic election; or
- (b) data relating to your electronic election application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to the Share Registrar, you will be deemed not to have made an electronic election and you may not make any claim whatsoever against the Company or the Share Registrar for the Provisional Allotments accepted and Excess Application for any compensation, loss or damage relating to the electronic election. The Share Registrar will not be liable for any delays, failures or inaccurate in the processing of data relating to your electronic election due to a breakdown or failure transmission or communication failure or to any cause beyond control.
- (iv) You are to ensure that all information provided whilst utilising the SSSHB Online at www.sshsb.com.my are true and accurate. Share Registrar and/or the entity conducting the Dividend Reinvestment Plan exercise shall not be held liable or responsible for any inaccurate and/or incomplete information provided by the shareholders.
- (v) In utilising the electronic election, you shall endeavour to abide at all times to all applicable laws, regulations and the Constitution/regulations governing the entity conducting the Dividend Reinvestment Plan exercise regardless of the location from where you are logging in to utilise the SSSHB Online at www.sshsb.com.my.
- (vi) You are hereby confirming and declare that:-
- (a) all information provided by you is true and correct;
- (b) all information is identical with the information in the records of Bursa Depository and further agree and confirm that in the event the said information differs from Bursa Depository's record as mentioned earlier, the exercise of your rights may be rejected; and
- You are 18 years of age or over and am not an undischarged bankrupt.
 - You are a resident of Malaysia.
- (vii) You consent to the Company and Share Registrar collecting the information and personal data (collectively, "Data") required herein, to process and disclose such Data to any person for the purposes of implementing the Dividend Reinvestment Plan and storing such Data in any servers located in Malaysia or outside Malaysia in accordance with the relevant laws and regulations. The measures have been taken to protect the confidentiality and security of the information provided.
- (viii) You have read and understood and hereby accept all the terms and conditions set out in this Statement and further confirm compliance with all requirements for acceptance and payment as set out therein.
- (ix) You agreed that in consideration of the Company agreeing to allow and accept your electronic election, your electronic election is irrevocable and cannot be subsequently withdrawn.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- (x) You have read and agreed to be bound by the terms and conditions of the electronic election.
- (xi) You are eligible to apply for the securities in Malaysia or in jurisdiction where the securities offering is intended to be available.
- (xii) You agree to give consent to the Share Registrar to disclose information pertaining to the investor to relevant entities involved in the application process.
- (xiii) The Share Registrar, on the authority of the entity, reserves the right to reject elections which do not conform to the above instructions.

5.2.1 Procedures to submit e-DRF via Bursa Anywhere**(i) Sign up as a Bursa Anywhere user**

You are required to do a one-time registration (at no charge) as a user with Bursa Anywhere. You can download Bursa Anywhere mobile apps from Google Play Store for Android or App Store for iOS (Apple) and follow the instruction on the screens to complete the registration process. You will receive an e-mail notification upon your successful registration as Bursa Anywhere user.

(ii) Procedures to exercise Electable Portion electronically via Bursa Anywhere

- (a) Login to Bursa Anywhere by entering your username and password.
- (b) Select "My Services" at the bottom of the screen.
- (c) Select "ECORPORATE ACTION".
- (d) Select "EDIVIDEND REINVESTMENT PLAN".
- (e) Select "Application" to accept the Offer.
- (f) Select the company and click on **Yinson Holdings Berhad**.
- (g) Read and agree to the Terms and Conditions for acceptance of Dividend Reinvestment Plan via Bursa Anywhere to proceed to the next page.
- (h) Go to your CDS Account and then click "Select".
- (i) You will then come to a page on your Dividend entitlement and the Electable Portion of Dividend to reinvest.
- (j) Fill out the entitled quantity Dividend Reinvestment Plan securities to reinvest.
- (k) You will then come to a "Preview" page, where it displays the information of your elected Reinvestment Option, please go through the details thoroughly to ensure its accuracy. At the bottom of the same page, click "CONFIRM" once you have verified the accuracy of the information.
- (l) Next, a verification code will be sent to your mobile phone (the mobile number provided when you register to use Bursa Anywhere).

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- (m) You are required to key-in and submit the verification code.
 - (n) Once re-directed to the payment gateway, proceed to select your online banking service. You will need to login to your online bank account and proceed to complete the required payment of stamp duty at RM10.00 and processing fee of RM4.00 for each e-DRF submitted.
 - (o) Once you have completed the payment, you will be brought to the "Thank You" page which also displays the bank transaction details. Click "Done" and you will be re-directed back to the "My Services" landing page of Bursa Anywhere.
 - (p) You will receive a push notification from Bursa Anywhere and a message in your Bursa Anywhere account inbox on the successful submission of your e-DRF.
 - (q) You may check your Dividend Reinvestment Plan acceptance records by selecting "EDIVIDEND REINVESTMENT PLAN" and then selecting "APPLICATION HISTORY" on Bursa Anywhere.
- (iii) The e-DRF made via Bursa Anywhere shall be subject to the Terms and Conditions and those appearing herein:-**
- (a) the electronic Dividend Reinvestment Plan Statement, together with Notice of Election are available at the landing page of Corporate Announcement at Bursa Securities' website and can be accessed via the hyperlink in Bursa Anywhere. You should read the Dividend Reinvestment Plan Statement and Notice of Election prior to making an e-DRF submission and should consider making an e-DRF submission based on the Dividend Reinvestment Plan Statement and Notice of Election rather than on advertising or promotional materials;
 - (b) Bursa Depository is not responsible for, has not authorised and shall not be deemed to have authorised the contents of the Dividend Reinvestment Plan Statement or Notice of Election or DRF (whether in electronic or physical form or otherwise) and therefore, shall not have any liability in respect of the Dividend Reinvestment Plan Statement, Notice of Election, DRF or the e-DRF submitted;
 - (c) by submitting an e-DRF, you confirm that:-
 - (i) you have read and understood the contents of the Dividend Reinvestment Plan Statement, Notice of Election and the DRF;
 - (ii) you have read and agreed to be bound by the Terms and Conditions for the e-DRF and the terms and conditions of Bursa Anywhere;
 - (iii) you agree to give irrevocable consent to Bursa Depository to disclose information pertaining to you, including bank account information, which are necessary or expedient to the relevant entities involved in the processing of the e-DRF and facilitating any other purpose relating to the e-DRF;

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- (iv) you agree to give irrevocable consent to the crediting of the New Shares to your CDS account(s) from which the submission of e-DRF is successful; and
- (v) our Company, our Share Registrar, Bursa Depository, Bursa Securities, Bursa Malaysia Berhad and their appointed service providers will not accept any responsibility or liability if any reinvestment option and e-DRF by a non-resident securities holder is or becomes illegal, unenforceable, voidable or void in countries or jurisdictions outside Malaysia;
- (d) submission of e-DRF shall close on the Expiry Date;
- (e) an e-DRF is deemed to be received by Bursa Anywhere only upon its completion, that is, when you have:-
 - (i) successfully made full fee payment via the payment gateway; and
 - (ii) received an email indicating that the e-DRF has been submitted to our Company or our Share Registrar;
- (f) you are advised to print out and retain a copy of the transaction record of e-DRF for records purposes. The transaction record of e-DRF is only a record of the completed transactions received at Bursa Anywhere and not a record of the receipt of the e-DRF or any data relating to such an e-DRF by our Company or our Share Registrar;
- (g) upon receipt of the transaction record of e-DRF, cancellation of the e-DRF will not be allowed. Please refer to our Company or our Share Registrar for any right to withdraw your Dividend Reinvestment Plan application;
- (h) Bursa Depository shall not be liable for any applications made through any alternative methods of application;
- (i) if Bursa Depository has any reason to believe that the Dividend Reinvestment Plan Statement, Notice of Election or processes for collection and handling of e-DRF have been tampered with, Bursa Depository may reject the e-DRF and Bursa Depository shall not be liable for such rejection;
- (j) no e-DRF will be entertained after the Expiry Date. Bursa Depository, Bursa Securities and Bursa Malaysia Berhad do not guarantee any allotment of securities as a result of the e-DRF submission and are not responsible for any non-payment of Dividend or non-allotment of New Shares or part thereof by our Company pursuant to the e-DRF;
- (k) no refund of any fee charged by Bursa Depository and applicable tax (if any), will be made to you if your e-DRF is rejected by our Share Registrar;
- (l) any invalid or rejected e-DRF shall be treated as having elected to receive the Dividend entitlement in cash;

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- (m) by submitting an e-DRF, you agree to assume the risks associated with conducting transactions online, including risks of electrical, electronic, technical and mobile-related faults and breakdowns, faults with mobile applications, problems occurring during data transmission, mobile security threats such as viruses, hackers and crackers, fires, acts of God and other events beyond the control of Bursa Depository, and/or our Company. You acknowledge that the aforementioned events may result in (i) interruption, transmission blackout or delayed transmission; and/or (ii) incorrect data transmission due to the public nature of the Internet and agrees to bear such risks. You agree that neither Bursa Depository, Bursa Securities, Bursa Malaysia Berhad, our Company nor our Share Registrar shall be liable for any delay, failure or inaccuracy in the recording, storage or transmission or delivery of data, breakdown or failure in communication facilities or due to any cause beyond their control;
- (n) if Bursa Depository, our Company and/or our Share Registrar does not receive your e-DRF and/or the relevant payment, or in the event that any data relating to the e-DRF is lost, corrupted, destroyed or otherwise not accessible, whether wholly or partially and for any reason whatsoever, you are deemed to have never made an e-DRF. In such an event, you shall not hold Bursa Depository, Bursa Securities, Bursa Malaysia Berhad, our Company and/or our Share Registrar liable for any matter arising from or in relation to the purported e-DRF concerned;
- (o) instead of submitting an e-DRF, you may alternatively submit applications through the existing manual paper-based application method as well as other means of application specified in the Notice of Election or Dividend Reinvestment Plan Statement;
- (p) Bursa Depository is committed to protecting the security of your personal information. It uses a variety of security technologies and procedures, to help protect the confidentiality and security of your personal information provided through Bursa Anywhere, from unauthorised access, use, or disclosure. In addition, Bursa Depository has put in place appropriate measures to minimise the risks of unauthorised access and to maintain the security of the information it collects through Bursa Anywhere.

5.2.2 Procedures for nominees Shareholders to submit the e-DRF by way of NRS are set out below:-

Our Company has appointed Bursa Depository to provide NRS to those of you who are authorised nominees. Only our entitled shareholders who are authorised nominees and who have subscribed for NRS with Bursa Depository may apply via NRS.

- (a) Please read carefully and follow the terms of this of the Dividend Reinvestment Plan Statement, Notice of Election and the DRF, the procedures, terms and conditions for application via NRS and Bursa Depository's terms and conditions for NRS and User Guide for NRS (which are made available to all authorised nominees who have subscribed for NRS with Bursa Depository) before making the application.
- (b) To exercise the Electable Portion electronically via NRS, you will be required to submit your subscription information via Dividend Reinvestment Plan subscription file which is to be prepared based on the format as set out in Bursa Depository's User Guide for NRS.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- (c) Stamp duty at RM10.00 and processing fee of RM2.00 are payable for each CDS account in the Dividend Reinvestment Plan subscription file.
- (d) Your application shall signify, and shall be treated as, your acceptance of the number of New Shares that may be allotted to you.
- (e) You acknowledge that by completing and submitting the Dividend Reinvestment Plan subscription file to Bursa Depository, you, if successful, request and authorise our Company to credit the New Shares allotted to you into the respective CDS Account(s) as indicated in the Dividend Reinvestment Plan subscription file.
- (f) You acknowledge that your application via NRS is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company, our Share Registrar, the relevant financial institution or Bursa Depository, and irrevocably agree that if –
 - (i) our Company, our Share Registrar or Bursa Depository does not receive your application via NRS; or
 - (ii) the data relating to your application via NRS is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, our Share Registrar or Bursa Depository,you shall be deemed not to have made your application and you shall not make any claim whatsoever against our Company, Bursa Depository, our Share Registrar or the relevant financial institution for the New Shares applied for or for any compensation, loss or damage relating to the application for the New Shares.
- (g) By completing and submitting the Dividend Reinvestment Plan subscription file to Bursa Depository, you agree that:-
 - (i) in consideration of our Company agreeing to allow and accept your application for the Dividend Reinvestment Plan via the NRS facility established by Bursa Depository, your application via NRS is irrevocable and cannot be subsequently withdrawn;
 - (ii) our Company, the relevant financial institutions, Bursa Depository and our Share Registrar shall not be liable for any delays, failures or inaccuracies in the processing of data relating to your application via NRS due to a breakdown or failure of transmission or communication facilities or to any cause beyond our control;
 - (iii) you agree that in relation to any legal action, proceedings or dispute arising out of or in relation to with the contract between the parties and/or the application via NRS and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.
 - (iv) our Share Registrar and Bursa Depository, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- (h) Any invalid or rejected electronic election shall be treated as having elected to receive the Dividend entitlement in cash.
- (i) By electing the Electable Portion, you, if successful, request and authorise Bursa Depository to credit the New Shares allotted to the CDS account as stated in the Record of Depositors as at the Books Closure Date.

Should you have any queries, you may contact Bursa Anywhere at 603-20347090 or bursaanywhere@bursamalaysia.com.

Responsibilities and Rights of Share Registrar

- (i) Your eligibility to submit your election shall not be deemed as your entitlement to utilise the election. In consultation with the entity conducting the Dividend Reinvestment Plan exercise, Securities Services reserves the right to reject you from the usage of the electronic election at its discretion.
- (ii) Securities Services and/or the entity conducting the Dividend Reinvestment Plan exercise shall take reasonable measures to provide the electronic election without any significant interruption. Securities Services and/or the entity conducting the Dividend Reinvestment Plan exercise shall not be held liable for any interruption, delay, or failure faced by you in assessing and/or utilising the electronic election beyond the reasonable control of Securities Services and/or the entity conducting the Dividend Reinvestment Plan exercise.
- (iii) Securities Services and the entity conducting the Dividend Reinvestment Plan exercise shall comply with its obligations under the Personal Data Protection Act 2010. The personal data furnished by you may continue to be processed and used for the purpose of communicating with you in relation to the use of the electronic election. Securities Services may disclose your personal data maintained by Securities Services to the relevant authorities where required.
- (iv) Securities Services reserves the right to reject your electronic election if you are not conforming to Securities Services' terms and conditions and if there are any anomalies or inconsistencies.
- (v) While Securities Services will reasonably ensure that any third-party application used or relied upon within the platform will be functioning as intended, Securities Services does not guarantee access and non-interruption beyond the reasonable control of Securities Services and you are to be bound by the respective third-party application's terms of use / service and privacy policy.
- (vi) Neither Securities Services nor the Company shall be held responsible for any adjournment/postponement/deferment of a meeting or any decision to cease the utilisation of electronic election.

6. Extent of application of Dividend Reinvestment Plan to each Electable Portion

In relation to any Dividend declared, the Board may, at its absolute discretion, determine whether the Dividend Reinvestment Plan shall apply and if so, whether the Electable Portion is for the whole or a portion of the Dividend. If, in its absolute discretion, the Board has not determined that the Dividend Reinvestment Plan is to apply to a particular Dividend, such Dividend shall be paid in cash to the Shareholders in the usual manner through a Dividend Payment Account.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)**7. Share entitlement****Maximum share entitlement**

By electing to participate in the Dividend Reinvestment Plan in respect of any Notice(s) of Election received by him/her, a Shareholder elects to reinvest the whole or part of the Electable Portion, to which such Notice of Election relates, in New Shares.

In respect of any Electable Portion, the number of New Shares to be allotted and issued to the Shareholder (who exercises the Reinvestment Option) electing to reinvest the whole or, if applicable, part of the Electable Portion in New Shares in respect of a Notice of Election shall be calculated in accordance with the following formula:-

$$N = \frac{S \times D}{V}$$

Where:-

- N : is the maximum number of New Shares to be allotted and issued as fully paid-up to the Participating Shareholder (who exercises the Reinvestment Option) in respect of such Notice(s) of Election
- S : is the number of YHB Shares held by the Participating Shareholder (who exercises the Reinvestment Option) as at the Entitlement Date to which a Notice of Election relates
- D : is the Electable Portion, expressed in RM, or part thereof (after deduction of applicable income tax)
- V : is the Issue Price

Any fractional entitlement of New Shares computed in accordance with the above formula will be paid in cash to the Shareholder (who exercises the Reinvestment Option) in the usual manner through a Dividend Payment Account.

The shareholdings percentage of a Shareholder in the Company will be diluted should he/she not exercise his/her Reinvestment Option. However, the extent of the dilution will depend on the number of New Shares issued by YHB pursuant to the level of exercise of the Reinvestment Option by the other Shareholders as a whole.

Balance of the Electable Portion

In respect of any Electable Portion, the balance of the Electable Portion in respect of a Notice of Election which is not reinvested in New Shares and/or fractional entitlements of New Shares and/or amounts yielding odd lots in relation to the Electable Portion under the Dividend Reinvestment Plan, whichever is applicable, of which will be paid to the Participating Shareholder in cash in the usual manner ("**Balance of the Electable Portion**") shall be calculated in accordance with the following formula:-

$$B = (S \times D) - (A \times V)$$

Where:-

- B : is the Balance of the Electable Portion in respect of such Notice of Election relates
- S : is the number of YHB Shares held by the Participating Shareholder (who exercises the Reinvestment Option) as at the Entitlement Date to which a Notice of Election relates

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

- D : is the Electable Portion, expressed in RM, or part thereof (after deduction of applicable income tax)
- A : is the number of New Shares that the Participating Shareholder elects to subscribe for in respect of the Electable Portion to which such Notice of Election relates
- V : is the Issue Price

The Balance of the Electable Portion will be paid to the Participating Shareholders in cash in the usual manner through a Dividend Payment Account.

8. Terms of allotment

The maximum number of New Shares to be issued under the Dividend Reinvestment Plan will depend on, amongst others:-

- (i) the quantum of the Dividend;
- (ii) the Board's decision on the proportion/size of the Electable Portion;
- (iii) the number of Shareholders who elect to exercise the Reinvestment Option and the extent of their election;
- (iv) the Issue Price of the New Shares; and
- (v) any necessary downward adjustment by the Board to the final number of New Shares to be allotted and issued to any of the Shareholders as referred to in Section 14 of this Statement.

Unless the Board otherwise determines, all New Shares allotted under the Dividend Reinvestment Plan will be issued as fully paid-up. All such New Shares shall upon allotment and issuance rank equally in all respects with the existing YHB Shares in issue, save and except that the holders of New Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the New Shares.

It should be noted that since fractional New Shares will not be allotted, Shareholders (who exercise the Reinvestment Option) shall receive any amount of the Dividend payment that is insufficient for the issuance of 1 New Share, in cash, in the usual manner through a Dividend Payment Account.

As the New Shares to be issued pursuant to the Dividend Reinvestment Plan are prescribed securities, the New Shares will be credited directly into the respective CDS account(s) of Shareholders (who exercise the Reinvestment Option) and no physical share certificates will be issued to the Shareholders.

9. Odd lots

Shareholders who exercise the Reinvestment Option may be allotted New Shares in odd lots depending on his/her entitlement of New Shares. Shareholders who receive odd lots of New Shares and who wish to trade such odd lots may do so via the odd lots market of Bursa Securities, which allows the trading of odd lots with a minimum of 1 YHB Share.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

A Shareholder who does not wish to receive New Shares in odd lots may round down the number of New Shares elected such that he/she will receive New Shares in multiples of, and not less than 100 New Shares. Where a Shareholder's entitlement of New Shares is less than 100 Shares, the Shareholder can elect to receive his/her entire Dividend entitlement in cash in the usual manner through a Dividend Payment Account or New Shares in odd lots.

Fractional New Shares will not be allotted. Any amount of a Dividend payment that is insufficient for the issuance of 1 whole New Share will be received in cash by Shareholders in the usual manner through a Dividend Payment Account together with the Non-Electable Portion (if any).

10. Cost to the Shareholders who participate in the Dividend Reinvestment Plan

There are no brokerage fees and other related transaction costs payable by the Participating Shareholders on New Shares allotted, unless otherwise provided by any statute, law or regulation. However, the Participating Shareholders are required to pay Malaysian Revenue Stamp of RM10.00 for stamp duty, and in respect of electronic applications, a handling fee is chargeable by the Share Registrar.

11. Cancellation of application of the Dividend Reinvestment Plan

Notwithstanding any other provisions, Terms and Conditions of the Dividend Reinvestment Plan set out herein and irrespective of whether an election to exercise the Reinvestment Option has been made, if at any time after the Board has determined that the Dividend Reinvestment Plan shall apply to any Dividend and before the allotment and issuance of New Shares in respect of the Electable Portion reinvested, the Board considers that by reason of any event or circumstance (whether arising before or after such determination) it is no longer expedient or appropriate to implement the Dividend Reinvestment Plan in respect of the Electable Portion, the Board may, at its absolute discretion and as it deems fit and in the interest of the Company and without assigning any reason thereof, cancel the application of the Dividend Reinvestment Plan to the Electable Portion subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, as the case may be. In such event, the Electable Portion shall be received in cash by the Shareholders in the usual manner through a Dividend Payment Account.

12. Modification, suspension and termination of the Dividend Reinvestment Plan

Subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, as the case may be, the Dividend Reinvestment Plan (including the Terms and Conditions) may be modified, suspended (in whole or in part) or terminated at any time by the Board as it deems fit or expedient by giving notice to Shareholders in such manner as it deems fit notwithstanding any other provisions, Terms and Conditions of the Dividend Reinvestment Plan or otherwise and irrespective of whether an election to exercise the Reinvestment Option has been made.

In the case of a suspension, the Dividend Reinvestment Plan will be suspended in whole or in part, as the case may be, until such time as the Board resolves to recommence or terminate the Dividend Reinvestment Plan. If the Dividend Reinvestment Plan is recommenced, Participating Shareholders' Notices of Election confirming their participation under the previously suspended Dividend Reinvestment Plan will be valid and have full force and effect in accordance with these Terms and Conditions and any directions, terms and conditions to Shareholders for such commencement of the Dividend Reinvestment Plan which may be notified to all Shareholders.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

13. General administration of the Dividend Reinvestment Plan

The Board may implement the Dividend Reinvestment Plan in the manner as it may deem fit at its absolute discretion. The Board has the power to:-

- (i) determine procedures, rules and regulations for administration of the Dividend Reinvestment Plan which are consistent with these Terms and Conditions, as may be amended or modified from time to time;
- (ii) settle in such manner as it thinks fit, any difficulty, anomaly or dispute (including relating to the interpretation of any provision, regulation or procedure or as to any rights under the Dividend Reinvestment Plan) which may arise in connection with the Dividend Reinvestment Plan, whether generally or in relation to any Participating Shareholder or any YHB Share and the determination of the Board will be conclusive and binding on all Shareholders and other persons to whom the determination relates without giving any reasons for its determination;
- (iii) delegate to any 1 or more persons, for such period and on such conditions as the Board may determine, the exercise of any of its powers or discretion under or in respect of the Dividend Reinvestment Plan and references to a decision, opinion or determination of the Board include a reference to the decision, opinion or determination of the person or persons to whom the Board has delegated its authority to, for the purposes of administering the Dividend Reinvestment Plan; and
- (iv) waive strict compliance by the Company or any Shareholder with any of these Terms and Conditions.

Any matter to be decided, determined, fixed, resolved or waived by the Board in respect of the Dividend Reinvestment Plan, shall be decided, determined, fixed and resolved or waived by the Board at its absolute discretion as it deems fit without assigning any reason.

14. Implications of the Rules and other shareholding limits**(i) The Rules**

The attention of all Shareholders is drawn to Paragraph 4.01, Part B of the Rules and Sections 217 and 218 of the CMSA. In particular, a Shareholder should note that he/she may be under an obligation to extend a take-over offer for the remaining YHB Shares in the Company not already owned by him/her and persons acting in concert with him/her (collectively, the "**Affected Party**"), if:-

- (a) by participating in the Dividend Reinvestment Plan, in relation to the reinvestment of the Electable Portion, the Affected Party has obtained control in the Company; or
- (b) the Affected Party holds more than 33% but not more than 50% of the voting shares or voting rights of the Company and acquires, including by participating in the Dividend Reinvestment Plan in relation to any Electable Portion, more than 2% of the voting shares or voting rights of the Company in any 6-month period.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

Thereafter, in the event an obligation to undertake a mandatory offer is expected to arise resulting from a Shareholder's participation in the Dividend Reinvestment Plan, the Affected Party may wish to consult his/her professional advisers in relation to:-

- (a) any obligation to make a take-over offer under the Rules as a result of any subscription of New Shares through his/her participation in the Dividend Reinvestment Plan; and
- (b) whether or not to make an application to the Securities Commission Malaysia to obtain an exemption from undertaking a mandatory offer pursuant to the Rules prior to exercising his/her Reinvestment Option.

(ii) Other shareholding limits

Shareholders are responsible for ensuring that their participation will not YHB in a breach of any restrictions applicable to such Shareholder's holding of YHB Shares which may be imposed by any contractual obligations, statute, law or regulation in force in Malaysia or any other relevant jurisdiction, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts).

In view of the other shareholding limits referred to above and notwithstanding the proportion of Electable Portion which a Shareholder may reinvest, the Board shall be entitled but not obligated to reduce or limit the number of New Shares to be issued to any Shareholder should the Board be aware or be informed in writing of any expected breach of such shareholding limits as a result of the exercise of the Reinvestment Option, in which case the Board reserves the right to pay the remaining portion of the Electable Portion in cash.

The statements herein do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all implications that may arise under, the Rules or other relevant legislations or regulations. Shareholders who are in doubt as to whether they would incur any obligation to make a take-over offer under the Rules as a result of any subscription of New Shares through their participation in the Dividend Reinvestment Plan are advised to consult their professional advisers at the earliest opportunity.

15. Disclaimer

Notwithstanding anything to the contrary, the Board and the Company including any of its subsidiaries and its respective directors, officers, employees, advisers, agents, affiliates and representatives and the employees of the advisers, agents, affiliates and representatives, shall not, under any circumstance, be held liable for any damages, cost, loss and expense whatsoever and howsoever arising/incurred/suffered by any person including any Shareholder arising out of or in connection with the Dividend Reinvestment Plan including (but not limited to):-

- (i) any obligation of any Shareholder to undertake a mandatory offer as a result of the Dividend Reinvestment Plan;
- (ii) a breach of any restrictions on any Shareholder's holding of YHB Shares which may be imposed by the Shareholders' contractual obligations, or by statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities; and
- (iii) any losses suffered by any Shareholders due to changes in share prices of the YHB Shares or the quantum of future Dividends after the implementation of the Dividend Reinvestment Plan.

DIVIDEND REINVESTMENT PLAN STATEMENT (CONT'D)

16. Governing law

This Statement, the Terms and Conditions and the Dividend Reinvestment Plan shall be governed by, and construed in accordance with the laws of Malaysia.

17. Notices and statements

Unless otherwise provided in these Terms and Conditions, any notices, documents and statements required to be given by the Company to a Participating Shareholder shall be given in accordance with the applicable provisions of the Constitution.

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FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board who collectively and individually accept full responsibility for the completeness and accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement in this Circular false or misleading.

2. CONSENT AND CONFLICT OF INTEREST**AmlInvestment Bank**

AmlInvestment Bank, being the Principal Adviser for the Proposed DRP, has given and has not subsequently withdrawn its written consent for the inclusion in this Circular of their names, reports and/or letters (where applicable) and all references thereto in the form and context in which they appear in this Circular.

AmlInvestment Bank, its related and associated companies, as well as its holding company, AMMB Holdings Berhad and the subsidiaries and associated companies of its holding company ("**AmBank Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and funds management and credit transaction service businesses.

In the ordinary course of their businesses, any member of AmBank Group may at any time extend services to any company as well as hold long or short positions, and trade or otherwise effect transactions, for its own account or the account of its other clients, in debt or equity securities or senior loans of any company. Accordingly, there may be situations where parts of the AmBank Group and/or its clients now have or in the future, may have interests or take actions that may conflict with the interests of YHB Group.

The AmBank Group has extended credit facilities to YHB Group, the amount outstanding as at LPD amounted to approximately RM1,333.95 million.

AmlInvestment Bank is of the view that its role as the Principal Adviser for the Proposed DRP is not likely to result in a conflict of interest or potential conflict of interest situation for the following reasons:-

- (i) AmlInvestment Bank's role in the Proposed DRP is undertaken in the ordinary course of business; and
- (ii) AmlInvestment Bank undertakes each of its roles on an arm's length basis and its conduct is regulated by Bank Negara Malaysia and the Securities Commission Malaysia and governed under, inter alia, the Financial Services Act 2013, the Capital Markets and Services Act 2007, and AmBank Group's Chinese Wall policy and internal controls and checks.

Premised on the above, AmlInvestment Bank confirms that there is no conflict of interest which exists or is likely to exist in its capacity as the Principal Adviser in respect of the Proposed DRP.

FURTHER INFORMATION (CONT'D)

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

Save as disclosed below, as at the LPD, YHB Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of YHB Group, and the Board is not aware of any proceedings, pending or threatened, against YHB Group or of any facts likely to give rise to any proceedings, which may materially or adversely affect the financial position or business of YHB Group:-

A petition by Rising Sun Energy (K) Private Limited (“RSEK”), a subsidiary of YHB Group 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 3,557,805,223 (approximately RM187.0 million).

The first hearing before the CERC was heard on 15 December 2022 and NTPC and Chhattisgarh submitted their responses to CERC including details of the claim on 21 March 2023. Subsequently, NTPC, Chhattisgarh and RSEK had filed their written submissions on 14 January 2024, 19 February 2024 and 23 February 2024 respectively.

On 19 May 2024, CERC disposed the petition by RSEK vide an 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 and carrying cost from the date when the actual payment was made to the authorities to the date of issuance of the order. The parties are to carry out reconciliation of additional expenditure on account of the change in law along with carrying cost.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**4.1 Material commitments**

Save as disclosed below, as at the LPD, the Board is not aware of any material commitments incurred or known to be incurred which upon becoming enforceable may have a material impact on the financial position or the business of YHB Group:-

Capital commitments as at 30 April 2024

	<u>RM'000</u>
Capital expenditure	
Approved and contracted for:-	
- property, plant and equipment	179,639
- investments	10,388
	<u>190,027</u>

4.2 Contingent liabilities

As at the LPD, the Board is not aware of any contingent liabilities incurred or known to be incurred by YHB Group which, upon becoming due or enforceable, may have a material impact on YHB Group's financial position.

FURTHER INFORMATION (CONT'D)

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of YHB at Level 16, Menara South Point, Mid Valley City, Medan Syed Putra Selatan, 59200 Kuala Lumpur during normal business hours from Monday to Friday (except public holidays) following the date of this Circular, up to and including the date of the 31ST AGM:-

- (i) the Constitution;
- (ii) the audited consolidated financial statements of YHB for the past two FYE 31 January 2023 and FYE 31 January 2024;
- (iii) the letter of consent and declaration of conflict of interests referred to in Section 2 of Appendix II of Part B of this Circular; and
- (iv) the cause paper in respect of the material litigation referred to in Section 3 of Appendix II of Part B of this Circular.

EXTRACT OF THE NOTICE OF THE 31ST AGM

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

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolution, with or without modification:-

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

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

- (i) the Proposed DRP which shall upon such terms and conditions as the Board, at its sole absolute discretion, deem fit be and is hereby approved;
- (ii) the Board be and is hereby authorised:-
 - (a) to establish and implement the Proposed DRP;
 - (b) to determine, at its sole and absolute discretion, whether the Proposed DRP will apply to any dividends (whether interim, final, special or any other cash dividend) ("**Dividend(s)**") declared and/ or approved by the Company;
 - (c) to allot and issue such number of YHB Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP upon such terms and conditions as the Board may, in its sole and absolute discretion deem fit and in the best interest of the Company, including but not limited to determining the issue price of the new YHB Shares ("**Issue Price**") and the extent of the discount to be applied in relation to the Issue Price; and
 - (d) to sign and execute all documents, to do all acts, deeds and things and to enter into all transactions, arrangements and agreements as may be necessary and expedient in order to give full effect to the Proposed DRP and to implement, finalise and complete the Proposed DRP with full power to assent to any conditions, variations, modifications and/ or amendments in any manner, including amendments, modification, suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts, for and on behalf of the Company;

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

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

EXTRACT OF THE NOTICE OF THE 31ST AGM (CONT'D)

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

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