EXTRAORDINARY GENERAL MEETING

for the Proposed Acquisitions

27 January 2025

ICON OFFSHORE

Maybank Investment Bank

PURPOSE OF THE EGM

To seek shareholders' approval for the following six (6) acquisitions by the Company:

No.	Target Company	Vendor	Sale securities	Purchase Consideration (RM million)	Number of Consideration Shares to be issued	Inter-conditionality of the proposals
Proposed Related Party Acquisitions						
(1)	Liannex Fleet	Liannex Corporation	100 ordinary shares in Liannex Fleet	182.0	206,818,182	(1) and (2) are inter-conditional
(2)	Yinson Power Marine	Mr. LHW	5,324,400 ordinary shares in Yinson Power Marine	18.0	20,454,545	
(3)	Regulus Offshore	Yinson Offshore	525,000 ordinary shares in Regulus Offshore and 25,000,000 outstanding non-convertible RPS	136.0	154,545,455	(3) and (4) are inter-conditional
(4)	Yinson Camellia	Yinson Offshore	1 ordinary share in Yinson Camellia	24.0	27,272,727	
Proposed Non-Related Party Acquisitions						
(5)	ICON Bahtera	Zell Transportation	49,000 ordinary shares in ICON Bahtera and 3,011,000 outstanding RPS	33.7	38,295,455	(5) and (6) are inter-conditional
(6)	ICON Waja	Zell Transportation	450,000 ordinary shares in ICON Waja	9.8	11,136,364	
	TOTAL			**403.5**	**458,522,728**	

Shareholders will need to cast a <u>SEPARATE</u> vote for each of the resolutions as set out in the notice of EGM

OVERVIEW OF THE PROPOSED ACQUISITIONS

Marine Transportation Services

Offshore O&G

19 active OSV assets
(AHTS, PSV, AWB)


Vessel owning and leasing, as well as provision of vessel chartering and ship management services to O&G related industries

Commodities Shipping

Liannex Fleet and Yinson Power Marine
36 shipping assets

Transshipment services

Charter Agreement with Liannex Corporation for the transportation of commodities such as coal, gypsum and anhydrite in the regional trading routes of Malaysia, Singapore, Indonesia and Vietnam

Offshore O&G

Regulus Offshore and Yinson Camellia
3 AHTS + 1 PSV

Integrated OSV services

Chartering of fleet of vessels and provision of ancillary services to vessel charterers

ICON Bahtera and ICON Waja
2 AWB

Existing subsidiaries

Leasing of vessels and provision of ship management services to the O&G industry

BASIS AND JUSTIFICATION FOR THE PURCHASE CONSIDERATION

1. Blended implied P/Adjusted NA multiple and EV/EBITDA multiple

Blended implied P/Adjusted NA multiple

Proposed Acquisition of Liannex Fleet and Proposed Acquisition of Yinson Power Marine

Within the range of the PB multiples of the Marine Comparable Companies

Proposed Acquisition of Regulus Offshore and Proposed Acquisition of Yinson Camellia

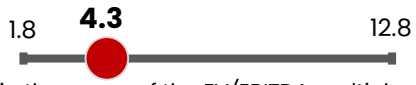
Within the range of the PB multiples of the OSV Comparable Companies

Proposed Acquisition of ICON Bahtera and Proposed Acquisition of ICON Waja

Within the range of the PB multiples of the OSV Comparable Companies

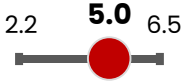
Blended implied EV/EBITDA multiple

Proposed Acquisition of Liannex Fleet and Proposed Acquisition of Yinson Power Marine



Within the range of the EV/EBITDA multiples of the Marine Comparable Companies

Proposed Acquisition of Regulus Offshore and Proposed Acquisition of Yinson Camellia



Within the range of the EV/EBITDA multiples of the OSV Comparable Companies

Proposed Acquisition of ICON Bahtera and Proposed Acquisition of ICON Waja

Within the range of the EV/EBITDA multiples of the OSV Comparable Companies

2. Vessel valuation by M3 Marine Valuations Pte Ltd

Owner	Vessel	Market Value
Subsidiaries of Liannex Fleet	28 vessels	USD79.40 million (~RM353.33 million)(1)
Yinson Power Marine	3 steel tug boats & 4 steel barges	USD9.85 million (~RM43.83 million)(1)
Regulus Offshore	2 AHTS & 1 PSV	USD29.75 million (~RM132.39 million)(1)
Yinson Camellia	1 AHTS	USD5.25 million (~RM23.36 million)(1)
ICON Bahtera	1 AWB	USD15.30 million (~RM68.09 million)(1)
ICON Waja	1 AWB	USD16.80 million (~RM74.76 million)(1)

Note:
(1) For illustrative purposes, the figure disclosed was arrived at using the average middle rate prevailing at 5.00 p.m. on the LPD as published by BNM of USD1.00 : RM4.4500.

3. Other factors

a) **Rationale and benefits** of the Proposed Acquisitions;

b) **Prospects** of the Target Companies;

c) **Effects** of the Proposed Acquisitions; and

d) **Fair market valuation** by FHCA:

	RNAV	PB Multiple
Liannex Fleet	RM190.3 million	1.0
ICON Bahtera	RM18.9 million	1.3

FHCA is of the opinion that the purchase considerations are **fair**

BASIS AND JUSTIFICATION FOR THE ISSUE PRICE

The Issue Price was arrived at on a 'willing-buyer willing-seller' basis after taking into consideration the following premium/(discount) to the closing price of the ICON Shares as at the LTD 1 and VWAP of the ICON Shares up to and including the LTD 1:

	Share Price	Premium/(Discount)	
	RM	RM	%
Closing price as at the LTD 1	1.1600	(0.2800)	(24.14)
5-day VWAP up to and including the LTD 1	1.1017	(0.2217)	(20.12)
1-month VWAP up to and including the LTD 1	1.0543	(0.1743)	(16.53)
3-month VWAP up to and including the LTD 1	1.0091	(0.1291)	(12.79)
6-month VWAP up to and including the LTD 1	0.8567	0.0233	2.72
12-month VWAP up to and including the LTD 1	0.7441	0.1359	18.26

(Source: Bloomberg)

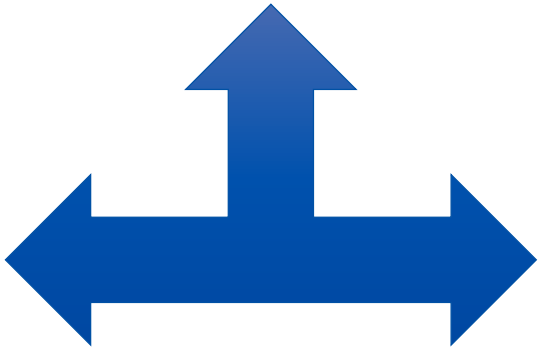
The Issue Price represents

- a premium of 2.72% and 18.26% over the 6-month VWAP and 12-month VWAP of ICON Shares up to and including the LTD 1, respectively
- a premium of 37.50% to the latest audited consolidated NA per ICON Share as at 31 December 2023 of RM0.64 which also represents a PB multiple of 1.4 times
- a PB multiple of 1.4 times based on the latest unaudited consolidated NA per ICON Share as at 30 June 2024 of RM0.61 as compared with the PB multiples of the OSV Comparable Companies which ranges between 0.9 time to 1.7 times

RATIONALE AND BENEFITS OF THE PROPOSED ACQUISITIONS

(1) Fleet Expansion

Immediate fleet expansion of an additional 40 marine assets with expanded scope of products/services



(3) Consolidation of Ownership

Facilitates ICON to fully consolidate and obtain full control of the business and management of ICON Bahtera and ICON Waja which will contribute positively to ICON Group's earnings moving forward

(2) Business and Geographical Expansion

Enables ICON to enter into new geographical regions with future market potential and to include the transportation and logistics services

PROSPECTS AND FUTURE PLANS OF THE ENLARGED ICON GROUP

Proposed Acquisitions

Proposed Acquisition of Liannex Fleet and Proposed Acquisition of Yinson Power Marine

Expand ICON Group's service offering and provide marine transportation services for commodities and dry bulk cargo and gain access to new geographical markets

Continue with the Charter Arrangement which provides medium-term earnings sustainability and visibility

Significantly increases the Company's operational capacity and broaden service coverage

Proposed Acquisition of Regulus Offshore and Proposed Acquisition of Yinson Camellia

Continue to focus on Malaysia for day-to-day operations while exploring regional opportunities

Secure more contracts and provide greater flexibility to improve the fleet's utilization rates and operational efficiency

Stronger balance sheet to capitalize on growth opportunities that can contribute positively to ICON Group's performance

Proposed Acquisition of ICON Bahtera and Proposed Acquisition of ICON Waja

Full consolidation and control of ICON Bahtera and ICON Waja

Provides the Company with opportunities to enter new industries and geographical regions, enabling diversifying of revenue streams

Well-positioned to capitalize on emerging opportunities in regional markets

RISK FACTORS

Non-completion risk

The Proposed Acquisitions may not be completed if conditions, approvals or termination events under the SSPAs are not met within the stipulated timeframe

Integration risk

No assurance that the anticipated benefits from the Proposed Acquisitions will be realised

Non-renewal/non- extension of existing charter contracts for the vessels to be acquired

Inability to secure new or other charterers or customer contracts in the event of non-renewal of the Charter Arrangement

Dependence on the directors and key management of the Target Companies

Loss of key management personnel of the Target Companies without suitable and timely replacement may affect the financial performance of the Target Companies

General economic, political and regulatory conditions

Impact from changes in the general economic, political and regulatory conditions in the respective jurisdictions of the Target Companies

Regulations on foreign investment and repatriation of profits

Changes in such policies may adversely affect the Company's investments in the Foreign Target Companies or ability to repatriate profits

Foreign exchange risk

No assurance that fluctuations in foreign exchange will not have a material and adverse effect on ICON Group's financial performance

Goodwill and impairment risk

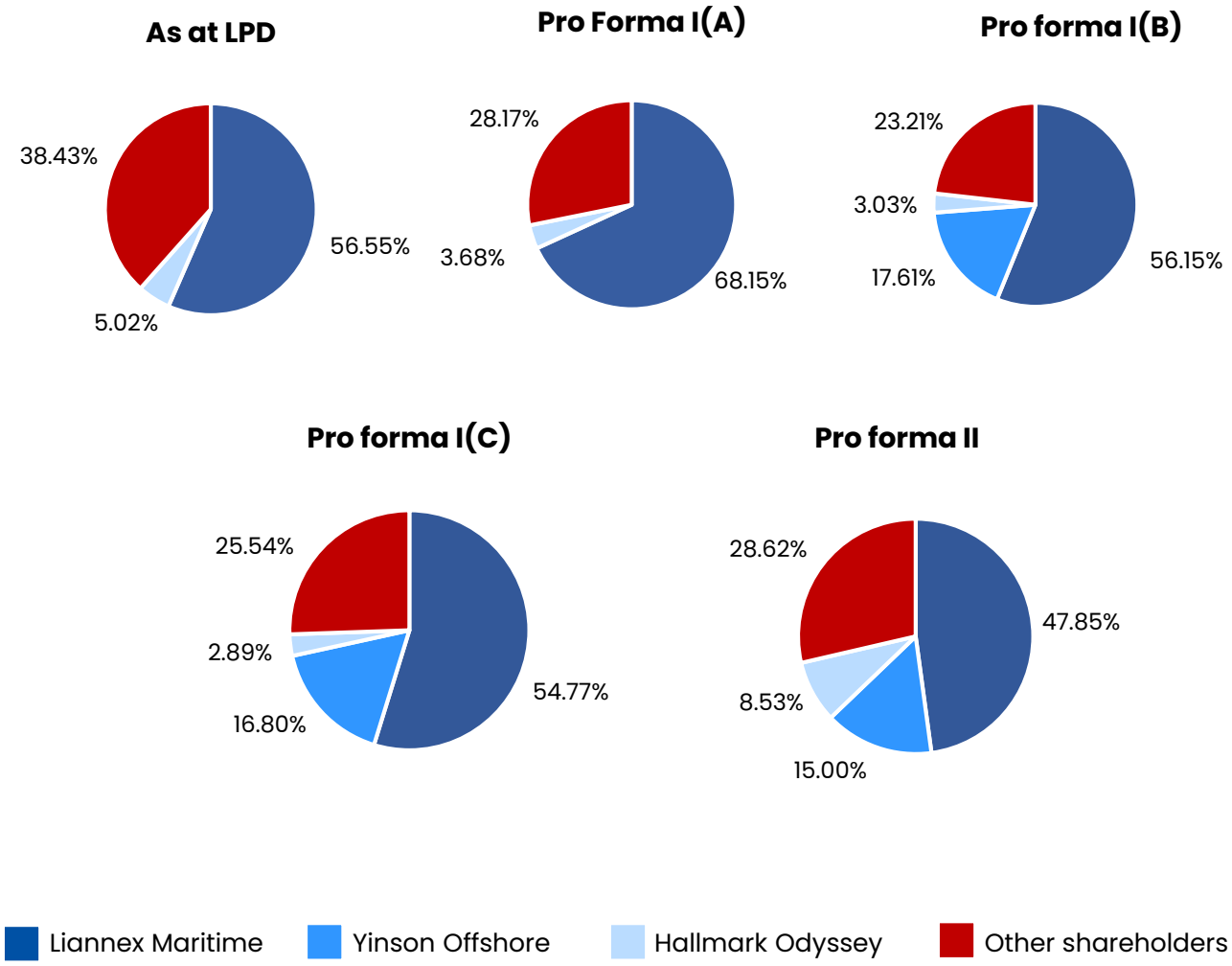
Fair value adjustments and the effects of amortisation of the fair value adjustments may materially and adversely affect ICON Group's profits or financial position

EFFECTS OF THE PROPOSED ACQUISITIONS

Issued share capital

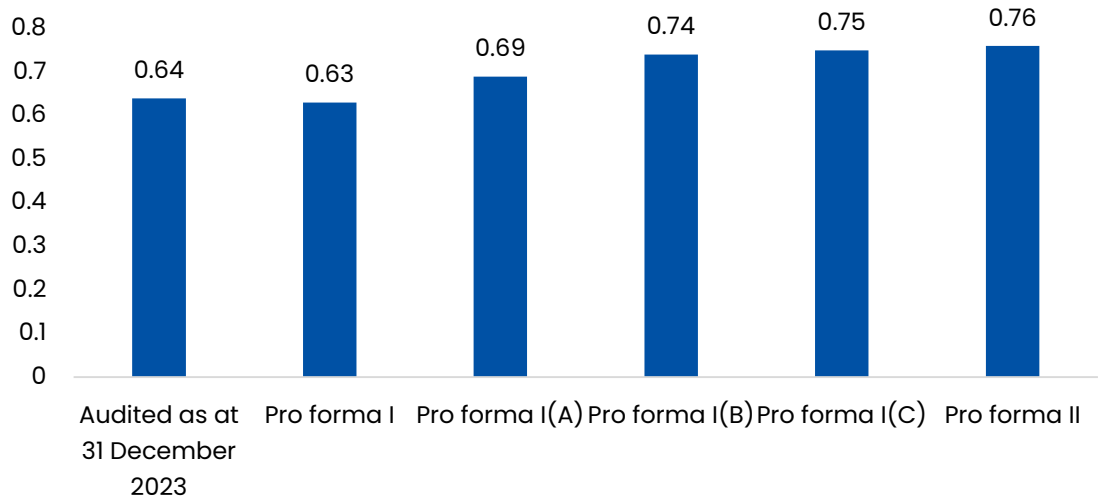
	No. of ICON Shares	RM'000
As at the LPD	623,613,651	368,984
Consideration Shares to be issued for the following:		
- Proposed Acquisition of Liannex Fleet and Proposed Acquisition of Yinson Power Marine	227,272,727	222,680
- Proposed Acquisition of Regulus Offshore and Proposed Acquisition of Yinson Camellia	181,818,182	178,144
- Proposed Acquisition of ICON Bahtera and Proposed Acquisition of ICON Waja	49,431,819	48,433
Enlarged number of ICON Shares and issued share capital	**1,082,136,379**	**818,241**

Substantial Shareholders' Shareholding

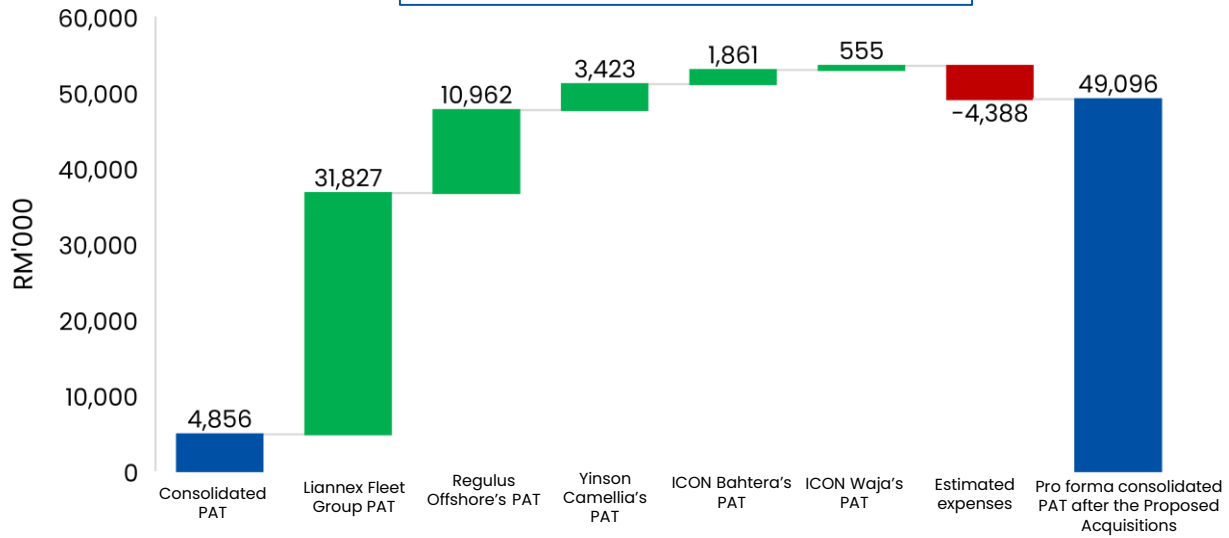


EFFECTS OF THE PROPOSED ACQUISITIONS *(Cont'd)*

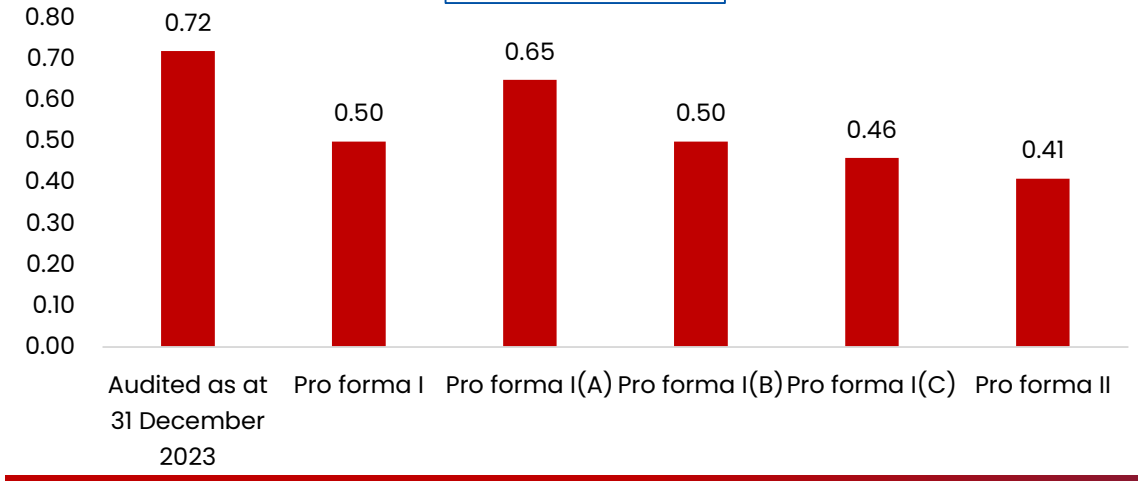
NA per ICON Share (RM)



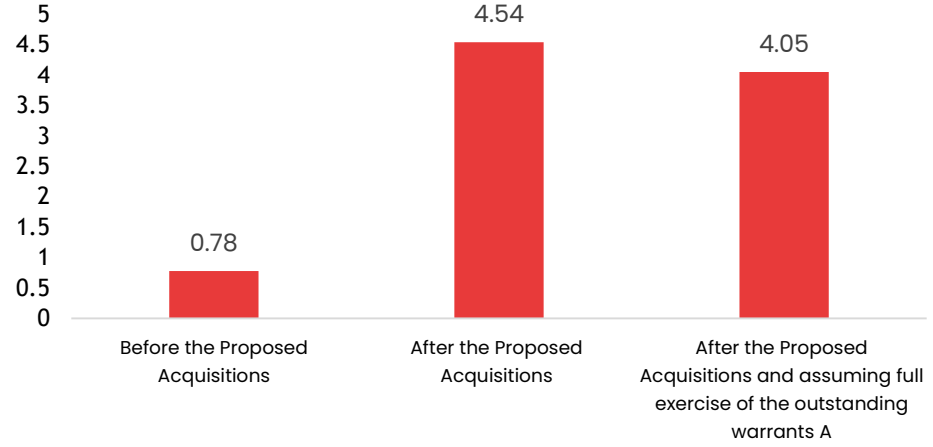
Earnings



Gearing (times)



EPS (sen)



APPROVALS AND CONSENT REQUIRED

1

Bursa Securities
For the listing and quotation of the Consideration Shares to be issued upon the completion of the Proposed Acquisitions on the Main Market of Bursa Securities

✓ **Obtained via letter from Bursa Securities dated 31 December 2024**

2

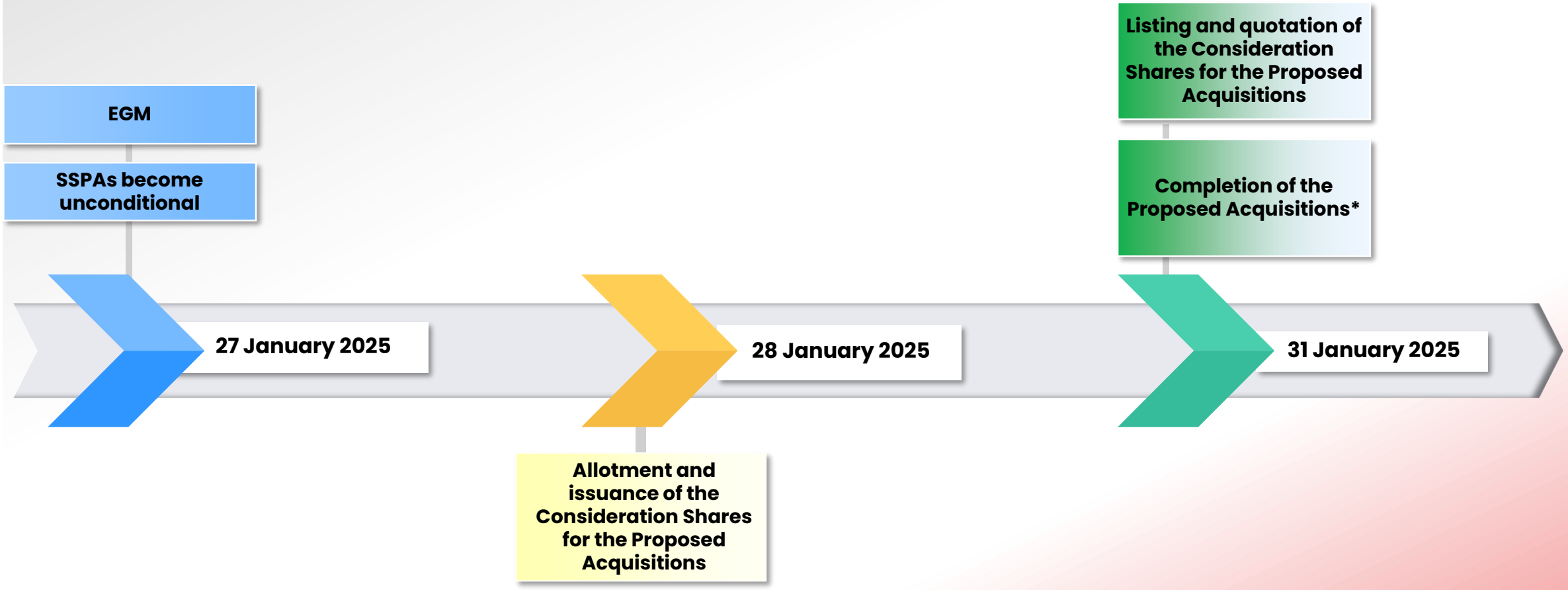
Shareholders of the Company
- Approval of the shareholders of ICON for the Proposed Non-Related Party Acquisitions
- Approval of the non-interested shareholders of ICON for the Proposed Related Party Acquisitions

3

BNM
Foreign Exchange Notices for the Proposed Acquisition of Liannex Fleet, the Proposed Acquisition ICON Bahtera and the Proposed Acquisition of ICON Waja in view that ICON is a Resident Entity with Domestic Ringgit Borrowing that is investing in a Foreign Currency Asset (which includes Labuan-incorporated entities) (as defined in the Foreign Exchange Policy Notices issued by BNM)

✓ **Obtained via letter from BNM dated 27 December 2024**

TENTATIVE TIMELINE FOR IMPLEMENTATION



Note:

** Barring any unforeseen circumstances and subject to all completion conditions as stipulated in the respective SSPAs are fulfilled, the Proposed Acquisitions are expected to be completed by end-January 2025. The relevant announcements in respect of the completion of the Proposed Acquisitions will be made to Bursa Securities as and when the Proposed Acquisitions are completed.*

Thank You

ICON OFFSHORE