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NOTICE OF ANNUAL GENERAL MEETING

YINSON HOLDINGS BERHAD (259147-A)
(Incorporated in Malaysia)

2002 ANNUAL REPORT

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of the company will be held at Angsana Room, Level 6, Eden Garden Hotel, 88, Jalan Ibrahim Sultan, Stulang Laut, 80720 Johor Bahru, Johor Darul Takzim on Wednesday, 31st July 2002 at 11.00 a.m. for the following purposes:-

1. To receive and adopt the Audited Financial Statements for the year ended 31st January 2002 together with the Directors' and Auditors' Reports thereon. **Resolution 1**
2. To declare a first and final dividend of 1.5% less tax at 28% for the year ended 31st January 2002. **Resolution 2**
3. To approve the payment of Directors' Fees of RM190,000.00. **Resolution 3**
4. To re-appoint YBhg. Tan Sri Dato' Jaffar bin Abdul who is retiring in accordance with Section 129 of the Companies Act, 1965 as a Director of the Company to hold office until the conclusion of the next Annual General Meeting. **Resolution 4**
5. To re-elect the following Directors who retire in accordance with Article 107 of the Company's Articles of Association:-
 - i. Lim Han Joeh (Executive Director) **Resolution 5**
 - ii. En Adi Azmari bin B.K. Koya Moideen Kutty (Non-Executive Director) **Resolution 6**
 - iii. Kam Chai Hong (Independent Non-Executive Director) **Resolution 7**
6. To re-elect the following Director who retires in accordance with Article 112 of the Company's Articles of Association:-
 - i. Tuan Haji Hassan bin Tan Sri Ibrahim (Independent Non-Executive Director) **Resolution 8**
7. To appoint Messrs Ernst & Young as Auditors of the Company in place of the retiring Auditors, Messrs Arthur Andersen & Co., to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors. **Resolution 9**
8. To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

SPECIAL BUSINESS

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

9. **Proposed Authority to Directors to issue new shares under Section 132D of the Companies Act, 1965.** **Resolution 10**

"THAT the Directors of the Company be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any time until conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10 percent of the issued share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotments and issues."

By Order of the Board

TAN SOO LEONG
Company Secretary

Johor Bahru
9 July 2002

Notes:

- i. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.*
- ii. The instrument appointing a proxy, in the case of an individual shall be signed by the appointer or his attorney, and in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised.*
- iii. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 2, Jalan Angkasamas Satu, Kawasan Perindustrian Tebrau II, 81100 Johor Bahru, Johor not less than 48 hours before the time for holding the meeting or any adjournment thereof.*

Explanatory Notes**(a) Resolution 9**

The Company has received Notice from the Auditors, Messrs Arthur Andersen & Co., of their intention not to seek re-appointment.

The Company has also received Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, which appears on Page 5 of the 2002 Annual Report, for the nomination of Messrs Ernst & Young who has given their consent to act, for appointment as Auditors of the Company in place of the retiring Auditors and of the intention to propose the following ordinary resolution:-

"To appoint Messrs Ernst & Young as Auditors of the Company in place of the retiring Auditors, Messrs Arthur Andersen & Co., to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors."

(b) Resolution 10

The proposed ordinary resolution under item 9 above, if passed, will empower the Directors of the Company from the date of the above Annual General Meeting, authority to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a General Meeting will expire at the next Annual General Meeting.

27 June 2002

The Board of Directors
YINSON HOLDINGS BERHAD
No. 2, Jalan Angkasamas Satu
Kawasan Perindustrian Tebrau II
81100 Johor Bahru

Dear Sir,

NOTICE OF NOMINATION OF AUDITORS

I, the undersigned, being the registered holder of 7,813,857 ordinary shares of RM1 each fully paid-up in the capital of the Company, hereby nominate pursuant to Sec 172(11) of the Companies Act, 1965, Messrs Ernst & Young for appointment as new Auditors of the Company in place of Messrs Arthur Andersen & Co. at the forthcoming annual general meeting.

Therefore, I propose that the following resolution be considered at the forthcoming Annual General Meeting:

“To appoint Messrs Ernst & Young as Auditors of the Company in place of the retiring Auditors, Messrs Arthur Andersen & Co., to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors”.

Yours faithfully

LIM HAN WENG
Shareholder

**BOARD OF DIRECTORS**

Standing from left to right:

Mr. Lim Han Joeh, Miss Bah Kim Hoon, Mr. Kam Chai Hong

Sitting from left to right:

Mr. Bah Koon Chye, Madam Bah Kim Lian, Mr. Lim Han Weng, YBhgTan Sri Dato' Jaffar bin Abdul (Chairman), Encik Adi Azmari bin B.K. Koya Moideen Kutty & Tuan Haji Hassan bin Ibrahim

BOARD OF DIRECTORS

YBhgTan Sri Dato' Jaffar bin Abdul
Mr. Lim Han Weng
Mr. Lim Han Joeh
Miss Bah Kim Hoon
Madam Bah Kim Lian
Mr. Bah Koon Chye
Encik Adi Azmari bin B.K. Koya Moideen Kutty
Mr. Kam Chai Hong
Tuan Haji Hassan bin Ibrahim

Chairman, Independent Non-Executive Director
Managing Director
Executive Director
Executive Director
Executive Director
Executive Director
Non-Executive Director
Independent Non-Executive Director
Independent Non-Executive Director

SECRETARY

Tan Soo Leong (LS 02389)

PRINCIPAL BANKERS

Bumiputra Commerce Bank Berhad
Hong Leong Bank Berhad
RHB Bank Berhad
Public Bank Berhad

REGISTERED OFFICE

No. 2, Jalan Angkasamas Satu
Kawasan Perindustrian Tebrau II
81100 Johor Bahru, Johor Darul Takzim
Tel: 07-355 2244 Fax: 07-355 2277
E-mail: yinsonjb.tm.net.my
Website: www.yinson.com.my

REGISTRAR

Securities Services (Holdings) Sdn Bhd
Level 22, Menara Milenium
Jalan Damanlela, Pusat Bandar Damansara
Damansara Heights, 50490 Kuala Lumpur
Tel: 03-2095 7077 Fax: 03-2094 9940

AUDITORS

Arthur Andersen & Co
Suite 11.2A, Level 11, Menara Pelangi
No. 2, Jalan Kuning, Taman Pelangi
80400 Johor Bahru, Johor Darul Takzim

STOCK EXCHANGE LISTING

The Kuala Lumpur Stock Exchange ("KLSE"),
Second Board

YBHG TAN SRI DATO' JAFFAR BIN ABDUL *Chairman, Non-Executive Independent Director*

YBhg Tan Sri Dato' Jaffar bin Abdul, a Malaysian, aged 70, was appointed as the Chairman of Yinson on 9 February 1995 and has served in the Royal Malaysian Police for 38 years from the rank of Probation Asiatic Inspector and rose to become the Deputy Inspector General of Police before retiring from the Civil Service in May 1989. He has vast experience especially in Management and Development of Human Resources and specialises in Senior Command and Administration including Policy Analysis and Development of Organisation/Institution.

He also has vast experience in banking and finance matters after having been appointed as Chairman of both Oriental Bank Berhad and Malaysian International Merchant Bankers Berhad from 1989 to 1992. He is currently the director of several other public listed companies such as Berjaya Sports Toto Berhad, Mycom Berhad, Olympia Industries Berhad, Amalgamated Containers Berhad, Angkasa Marketing Berhad, Anson Perdana Berhad, Cosway Corporation Berhad and Perdana Industries Holdings Berhad.

LIM HAN WENG *Managing Director*

Mr Lim Han Weng, a Malaysian, aged 50, was appointed as the Managing Director of Yinson on 9 March 1993. He has been a director of Yinson Transport (M) Sdn Bhd (YTSB) since the date of incorporation on 5 April 1984 and was appointed as a director of Yinson Corporation Sdn Bhd (YCSB) on 1 March 1986. Armed with the experience gained while working with Lori Malaysia Bhd, a transport company, he embarked into the transport and trading business in 1984 under the partnership with his wife. In 1985, the business was transferred to YTSB.

Mr Lim is the driving force in the formulation and implementation of the Yinson Group corporate strategy. In addition to planning the business strategy and taking care of the financial aspects, he also oversees and supervises the operations of the branches. Being the prime mover of the Group's excellent achievements, Mr Lim maintains close relationship with customers by entertaining and securing corporate clients. He is the one primarily responsible for the success currently enjoyed by the Group.

LIM HAN JOEH *Executive Director*

Mr Lim Han Joeh, a Malaysian, aged 43, was appointed as a director on 30 January 1996. He is a graduate with a Bachelor Degree in Civil Engineering from Monash University in Melbourne, Australia. Upon graduation in the year 1984, he took up the position of Operations Manager in YTSB, a training ground for his career in the transportation line of business. In 1986, he assumed the position of Executive Director of YCSB. His role was to seek new markets in the central region mainly Klang Valley area in line with the expansion programme of Yinson Group's nationwide trucking activities as well as to service existing clients of Yinson Group in the Klang Valley and liaison with relevant government departments. He is primarily responsible for the overall management of the YCSB and is the brother of Mr Lim Han Weng.

MADAM BAH KIM LIAN *Executive Director*

Madam Bah Kim Lian, a Malaysian, aged 50, is the wife of Mr Lim Han Weng. She was appointed to the Board of Yinson on 9 March 1993. She assisted Mr Lim in the general administration of the Group's operations. Madam Bah is also responsible for the customers services of the Company, maintaining close relationship with the customers.

ENCIK ADI AZMARI BIN BK KOYA MOIDEEN KUTTY *Non-Executive Director*

Encik Adi Azmari bin BK Koya Moideen Kutty, a Malaysian, aged 38, was appointed to the Board of Yinson on 30 January 1996. He obtained a Diploma in Civil Engineering from Institut Teknologi Mara Shah Alam in 1984 and obtained a Bachelor in Engineering (Hons) Civil Engineering from Brighton Polytechnic, United Kingdom in 1987. Subsequently in 1999, he obtained a Master of IT in Business from the University of Lincolnshire & Humberside.

From July 1984 to July 1985, he worked with Pahang State Development Corporation as a technical assistant, responsible for general supervision, contract administration and liaising with the local authorities. He worked with Perunding Budiman Sdn Bhd from 1987 to 1989 functioning as Resident Engineer, assisting head office on liaison with local authority and some design office works beside being fulltime at site for project administration.

He later moved on to Pembinaan Ratim Sdn Bhd in 1989 as a Project Engineer. He managed the project site independently for a year, responsible for negotiation with subcontractor, liaising with local authorities, clients as well as consultants. In 1990, he joined Bescorp Construction Sdn Bhd (previously known as Multi Piling & Construction Sdn Bhd) as Project Engineer and was later promoted to Project Manager. From 1992 to July 1996, he was appointed to the post of Project Director of Bescorp Construction Sdn Bhd, Bescorp Geotechnique Sdn Bhd and Bescorp Piling Sdn Bhd. He is a young entrepreneur with Civil Engineering education background, many years of track record in piling and construction business and active involvement in public listed companies.

MISS BAH KIM HOON *Executive Director*

Miss Bah Kim Hoon, a Malaysian, aged 47, was appointed to the Board of Yinson on 30 January 1996. She is trained in office organisation and secretarial duties and has additional experience gained from external exposures to the transport industry during her engagements with United Motor Works (Malaya) Sdn Bhd. This is one of the subsidiaries of UMW (M) Holdings Bhd, a distributor of backhoe loader equipment. She has worked in this department as Administration Officer/Assistant to Parts Manager during the period of January 1983 to June 1984.

She joined Malaysia Air Charter Co Sdn Bhd ("MAC") from July 1984 to September 1986 as the Secretary to the Operations Manager. MAC is commuter/general aviation company mainly catering to scheduled and unscheduled passenger and cargo-air transport services as well as other services including aerial photography, weather modification and off shore oil exploration.

Miss Bah joined the team of YTSB in 1987 as the Administration Manageress/Secretary to the Managing Director and to-date remains in the heartline of the administration. She is the sister-in-law of the Mr Lim Han Weng and the sister of Mr. Bah Koon Chye and Madam Bah Kim Lian.

MR BAH KOON CHYE *Executive Director*

Mr Bah Koon Chye, a Malaysian, aged 38, was appointed to the Board of Yinson on 30 January 1996. He completed his Diploma in Management Program (DIMP) in 1995 and is an associate member of Malaysian Institute of Management. He obtained his Diploma in Management (MIM) in 1997, and is also a member of the Chartered Institute of Transport (MCIT). Subsequently, he obtained his Master in Business Administration (MBA) from the University of Strathclyde, United Kingdom in 2000 and Advance Diploma in Transport from the Chartered Institute of Transport, United Kingdom in 2001.

He joined YTSB in 1989 as the Operation Manager. He is in charge of the entire operations of Yinson covering mainly the planning of fleet maintenance, sales, marketing, customer service. Additionally, he also handles the drivers as well as assignment of lorries and destination. He was appointed a Director of YTSB on 28 November 1991 and is the brother-in-law of Mr Lim Han Weng and brother of Miss Bah Kim Hoon and Madam Bah Kim Lian.

MR KAM CHAI HONG *Independent Non-Executive Director*

Mr Kam Chai Hong, a Malaysian, aged 53, was appointed as a Director of Yinson on 30 January 1996. He is a fellow of the Chartered Association of Certified Accountants. In 1980, he was admitted as a Public Accountant by Malaysian Institute of Accountants and as a Registered Accountant by Institute of Certified Public Accountants of Singapore. He is also currently a member of the Malaysian Association of Certified Public Accountants.

In 1972, Mr Kam worked as an audit clerk with M/s Yeoh Eng Chong & Co. He later joined M/s Hanafiah Raslan & Mohd in 1973 and left the firm in 1980 as a qualified accountant. From 1981 until now, Mr Kam has been practising as Public Accountant under the name of Syarikat C.H. Kam.

TUAN HAJI HASSAN BIN IBRAHIM *Independent Non-Executive Director*

Tuan Haji Hassan bin Ibrahim, a Malaysian, aged 52, was appointed as a Director of Yinson on 25 June 2001. He graduated with a Bachelor of Arts Degree, majoring in History (International Relations) from the University of Malaya in 1973. He later studied law at Lincoln's Inn, London, United Kingdom and was subsequently called to the English Bar in 1977. He served in various positions in the Judicial and Legal Service and was called to the Malaysian Bar in 1981. Presently, he has his own legal practice under the name of Hassan Ibrahim & Co. He is currently the director of a public listed company, Lankhorst Berhad, and also holds directorship in several other private limited companies.

INTRODUCTION

The Malaysian Code on Corporate Governance (the "Code") was formalised in October 2000. The Code sets out the principles and best practices which companies should adopt to enhance good corporate governance.

Appreciating the importance of adopting good corporate governance, the Board of Directors is committed to the maintenance of high standards of corporate governance and has taken steps to progressively implement the prescriptions of the Principles and Best Practices set out in Part 1 and Part 2 respectively of the Code.

The Board is pleased to report on the manner the Company has applied the Principles, and the extent of compliance with the Best Practices of good governance as set out in Part 1 and Part 2 respectively of the Code pursuant to paragraph 15.26 of the Listing Requirements of the Kuala Lumpur Stock Exchange.

COMPLIANCE STATEMENT

The Company is in substantial compliance throughout the financial year with the Principles and Best Practices of the Code save for the following with which the Company has partly complied.

a. Risk Management System

At present, the Group is in the process of implementing various internal controls relating to financial and operational matters. The Company has outsourced its Internal Audit function to assist the Audit Committee in discharging its duties in respect of the internal controls within the Group.

A more structured approach to formalise the existing processes by which risks are identified, assessed, controlled and reviewed with the involvement of the Audit Committee and the Board, will be adopted. In formulating this process, the Company is now evaluating the need to engage external consultants to put in place a structured risk management framework for the Group, thus providing the much needed assurance that no critical risk exposure are unidentified.

b. Overseeing conduct of the Company's business

A basic function of the Board is to oversee the performance of the management to determine whether the business is properly managed and contemplates a collegial relationship that is supportive yet watchful.

At present, the Board is reviewing various measures against which management's performance can be monitored, measured and assessed to ensure that the business are properly managed and aligned with the Company's objectives.

c. Investor Relations Programme or Shareholder Communications Policy

It is the policy of the Company to communicate all important matters to shareholder on a timely basis. This has been done through the distribution of annual reports, general meetings of shareholders, press releases and announcements to the Kuala Lumpur Stock Exchange.

The Company intends to establish a formal shareholder/investors programme to communicate more effectively with its shareholders and the general public.

d. Directors' Training

The Board ensures that it recruits to the Board only individuals of calibre, knowledge and experience to fulfil the duties of a Director. There is no formal training programme for Directors. However, all Directors have attended and completed the Mandatory Accreditation Programme (MAP) conducted by the Research Institute of Investment Analysis Malaysia (RIIAM).

The Company will establish a formal training program for its Directors from time to time, particularly new laws, regulations and changing commercial risks.

e. Relationship of the Board of Management

Many of the responsibilities of the Board are delegated to management. A key principle to the effective functioning of the Board in assessing the direction of the Company and the performance of the management is that it is able to function independently of management. The Chairman is assigned with the responsibility for managing the process of the Board and for ensuring that the Board discharges the responsibilities that was previously defined.

The Board, together with the Managing Director and Chairman is in the midst of developing position descriptions for the Board, the Managing Director and the Chairman, involving definitions of the limits to management's responsibilities. In addition, the Board will approve, or develop with the Managing Director, the corporate objectives which the Managing Director is responsible for meeting in order to reflect the dynamic nature of the relationship necessary for the Company to adapt to changing circumstances.

f. Quality of Information

The Board is supplied with relevant information and reports on financial, regulatory and audit matters by way of Board papers for informed decision-making and meaningful discharge of the duties.

There is no formal guidelines concerning the content, presentation and delivery of papers to the Board for each Board meeting. In order for the Board to effectively assess the information supplied for decision making, guidelines are being developed concerning the presentation so that qualitative factors such as consumer satisfaction, product and service quality, market share, proposals for capital expenditures and for acquisitions or disposals are being issued in sufficient time to enable the Board to obtain further explanation, where necessary.

g. Nomination and Remuneration Committee

The Board of Directors delegates certain responsibilities to the Board Committees, namely, Audit Committee (please refer to the Report on Audit Committee set out on pages 19 to 20), Nomination Committee and Remuneration Committee in order to enhance business and operational efficiency as well as efficacy. The Nomination Committee and Remuneration Committee were both established on 25 September 2001 to assist the Board in the execution of its duties.

The Remuneration Committees comprises of the following members:

Tan Sri Jaffar bin Abdul	Independent Non-Executive Director	Chairman
Lim Han Weng	Managing Director	Member
Kam Chai Hong	Independent Non-Executive Director	Member
Hassan bin Ibrahim	Independent Non-Executive Director	Member

g. Nomination and Remuneration Committee (Cont'd)

The Nomination Committee comprises of the following members:

Tan Sri Jaffar bin Abdul	Independent Non-Executive Director	Chairman
Kam Chai Hong	Independent Non-Executive Director	Member
Hassan bin Ibrahim	Independent Non-Executive Director	Member

Prior to the establishment of these Committees, their functions were assumed by the Board as a whole. The Board is currently in the midst of finalising the terms of reference and operating procedures of the Nomination and Remuneration Committees.

PRINCIPLE STATEMENT

The following statements set out how the Company has applied the Code. The principles of the Code are divided into four Sections:

Section 1 : Directors

Section 2 : Directors' Remuneration

Section 3 : Shareholders

Section 4 : Accountability and Audit

SECTION 1: DIRECTORS**Composition of the Board**

The Company is led by a strong and experienced Board. The Board has nine members, comprising five executive directors and four non-executive directors, three of whom are independent. No individual dominates the Board's decision making. The profile of the Board members are set out on pages 7 to 9.

Tan Sri Jaffar bin Abdul is the Chairman of the Board while Mr. Lim Han Weng acts as the Managing Director. There is a clear division of responsibility between these two roles to ensure a balance of power and authority. The Managing Director has overall responsibilities over the operating units, organisational effectiveness and implementation of Board policies and decisions. The Chairman's responsibility is to ensure pivotal role in corporate accountability.

The Company considers that its complement of non-executive directors provides an effective Board with a mix of industry-specific knowledge and broad business and commercial experience. This balance enables the Board to provide clear and effective leadership to the Company and to bring informed and independent judgement to many aspects of the Company's strategy and performance so as to ensure that the highest standards of conduct and integrity are maintained by the Company on a global basis.

More than one-third of the Board comprise of non-executive directors since the Company recognises the contribution of non-executive directors as equal Board members to the development of the Company's strategy, the importance of representing the interests of public shareholders and providing a balanced and independent view to the Board. All non-executive directors are independent of management and free from any relationship which could interfere with their independent judgement.

In accordance with the requirements of the Code, the Board on 27 June 2002 appointed Mr Kam Hong Chai as a Senior Independent Non-Executive Director to be available to deal with concerns regarding the Company where it could be inappropriate for these to be dealt with by the Chairman or the Managing Director.

Board Responsibilities

The Board retains full and effective control of the Company. This includes responsibility for determining the Company's overall strategic direction as well as, development and control of the Group. Key matters, such as approval of annual and interim results, acquisitions and disposals, as well as material agreements, major capital expenditures and long range plans are reserved for the Board.

During the financial year, the Board held five regular meetings where it deliberated and considered a variety of matters. At each regularly scheduled meeting, there is a full financial and business review and discussion.

Supply of Information

Each Board member receives quarterly operating results, including comprehensive review and analysis. Prior to each Board meeting, directors are sent an agenda and a full set of Board papers for each agenda item to be discussed at the meeting. This is issued in sufficient time to enable the directors to obtain further explanations, where necessary, in order to be briefed properly before the meeting.

Directors have the right to seek independent professional advice at the Company's expense, in furtherance of their duties. The Board is in the process of formalising procedures on this matter.

Directors have access to all information within the Company whether as full board or in their individual capacity, in furtherance of their duties.

Directors also have direct access to the advice and the services of the Group's Company Secretary who is responsible for ensuring that Board procedures are followed.

Appointments of the Board and Re-election

The Board has a Nomination Committee comprising of 3 independent non-executive directors. The Committee is empowered to bring to the Board recommendations as to the appointment of any new executive or non-executive director, provided that the Chairman of the Nomination Committee, in developing such recommendations, consults all directors and reflects that consultation in any recommendation of the Nomination Committee brought forward to the Board.

The directors have direct access to the advice and the services of the Group's Company Secretary who is responsible for ensuring that all appointments are properly made and all necessary information is obtained from directors, both for the Group's own records and for the purposes of meeting the requirements of the Companies Act 1965, Listing Requirements of KLSE and other regulatory requirements.

On appointment, the Managing Director will brief the directors about the Group, the Board's role, the power which have been delegated to the Company's senior managers and the latest financial information about the Group in an informal manner. Throughout their period in office, they are updated on the Group's business, the competitive and regulatory environments in which it operates and other changes, by meetings with the managing director and senior executives. Directors are also advised on appointment of their legal and other obligations as a director of a listed company, both formally and in face-to-face meetings with the Group's Company Secretary. They are reminded of these obligations each year and encouraged to attend training courses at the Company's expense.

In accordance with the Company's Articles of Association, all directors who are appointed by the Board are subject to election by shareholders at the first opportunity after their appointment. The Articles also provided that at least one-third of the Board including the Managing Director is subject to re-election at regular intervals and at least once every three years.

SECTION 2 : DIRECTORS' REMUNERATION

The remuneration package for the Chairman, Managing Director and other directors comprises some of the following elements:

- **Basic Salaries and Fees**

In setting the basic salary and fees for each director, the Board takes into account the compensation practices of other companies and the performance of the Group. Salaries are reviewed (although not necessarily increased) annually. Salaries and fees increased only where the Board believes that adjustments are appropriate to reflect performance, increased responsibilities and/or market pressures. Directors' remuneration payable to directors is determined by the Board with the approval from shareholders at the Annual General Meeting.

- **Bonus**

At present, the payment of bonus is dependent on the financial performance of the Group. Bonus payable to executive directors were reviewed and approved by the Board, and are shown below.

- **Retirement Plan**

Contributions are made to the Employees Provident Fund for executive directors.

Directors' Remuneration

The details of the remuneration of directors of the Company during the financial year are as follows:

	Executive Director RM	Non-Executive Director RM
Salaries and other emoluments	1,012,312	10,100
Bonus	57,200	-
Fees	61,000	39,000
Total	1,130,512	49,100

The number of directors and the aggregate remuneration categorised into bands of RM50,000 are as follows:

	Executive Directors		Non-Executive Directors	
	No	RM	No	RM
Less than RM50,000	-	-	4	49,100
RM50,000 to RM100,000	1	85,300	-	-
RM100,001 to RM150,000	2	232,072	-	-
RM200,001 to RM250,000	1	254,420	-	-
RM550,001 to RM600,000	1	558,720	-	-

SECTION 3 : SHAREHOLDERS

Dialogue Between the Company and Investors

As part of the Board's responsibility in developing and implementing an investor relations programme, regular discussions were held between the Managing Director and the investors throughout the year. Permissible disclosures are made to explain the Group's performance and major development programmes. Price-sensitive information about the Group is, however, not disclosed in these exchanges until after the prescribed announcement to the KLSE has been made.

The annual and quarterly reports, together with the Company's earnings and other announcements about the Company provides shareholders with an overview of the Group's performance and operations, are available at the KLSE's website and information about the Company is available at the Company's website, i.e., <http://www.yinson.com.my>.

Annual General Meeting

The Chairman and the Board encourage shareholders to attend and participate in the Annual General Meeting ("AGM") held annually. The AGM is the principal forum for dialogue and interaction with shareholders. Notice of AGM and annual reports are sent to shareholders at least 21 days before the date of the meeting.

Besides the usual agenda for the AGM, the Board presents the progress and performance of the business as contained in the annual report and provide opportunities for shareholders to raise questions and seek clarification on any matters pertaining to the business activities and financial performance of the Group. All directors are available to provide responses to questions from shareholders during these meetings.

For re-election of directors, the Board ensures that full information is disclosed through the notice of meetings regarding directors who are retiring and who are willing to serve if re-elected.

Items of special business included in the notice of the meeting will be accompanied by an explanatory statement to facilitate full understanding and evaluation of the issues involved.

SECTION 4 : ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board always aims to present a balanced and fair assessment of the Group's financial performance and prospects to shareholders, investors and regulatory authorities. This assessment is primarily provided in the Annual Report through the Chairman's Statement, review of operations and the financial statements. The Company also presents the Group's financial results on a quarterly basis via public announcement to the KLSE.

The Audit Committee assists the Board in scrutinising information for disclosure to ensure accuracy, adequacy and completeness of the Annual Report and the quarterly financial results prior to release to the KLSE and the public.

The Board is responsible for ensuring that the financial statements give a true and fair view of the state of affairs of the Group and the Company at the end of the financial year and of their results and their cash flows for the financial year ended. Statement by Directors pursuant to Section 169 of the Companies Act 1965 is set out on page 29 of this annual report.

SECTION 4 : ACCOUNTABILITY AND AUDIT (Cont'd)**Internal Control**

Information on the Group's internal control is presented in the Statement on Internal Control laid on page 18.

Relationship with Auditors

The role of the Audit Committee in relation to the external auditors is described in the Report on Audit Committee set out on page 19. The Company always maintains a close and transparent relationship with its auditors in seeking professional advice and ensuring compliance with the accounting standards in Malaysia.

Attendance at Board of Directors' Meetings

The number of Board of Directors' meetings held during the director's tenure in office in the current financial year and the number of meetings attended by each director are as follows:

Directors	Designation	Number of Meetings attended by Member	%
Tan Sri Dato' Jaffar bin Abdul	Chairman, Independent Non-Executive Director	5/5	100
Lim Han Weng	Managing Director	5/5	100
Lim Han Joeh	Executive Director	5/5	100
Bah Kim Hoon	Executive Director	4/5	80
Bah Kim Lian	Executive Director	5/5	100
Bah Koon Chye	Executive Director	5/5	100
Adi Azmari bin B.K. Koya Moideen Kutty	Non-Executive Director	4/5	80
Kam Chai Hong	Independent Non-Executive Director	5/5	100
Hassan bin Ibrahim	Independent Non-Executive Director	2/3	67

ADDITIONAL INFORMATION ON THE BOARD OF DIRECTORS**Family relationships with any Directors and/or Major Shareholder**

Save as disclosed under the Profile of Directors, none of the other directors has any family relationship with any directors and/or major shareholder of the Company.

Convictions for Offences (within the past 10 years other than traffic offences)

None of the directors have any convictions for offences other than traffic offences, if any.

OTHER INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF THE KLSE

Share buybacks

During the financial year, the Company did not enter into any share buyback transactions.

Options or Warrants

No options warrants were exercised during the financial year.

American Depository Receipt ("ADR") or Global Depository Receipt ("GDR") Programme

During the financial year, the Company did not sponsor any ADR or GDR programme.

Imposition of Sanctions and Penalties

There were no sanctions or penalties imposed on the Company and its subsidiaries, directors or management by the relevant regulatory bodies during the financial year.

Non-Audit Fees

The amount of non-audit fees paid to the external auditors by the Group for the financial year amounted to RM81,896.

Profit Estimates, Forecasts or Projection

The Group did not issue any profit forecast during the financial year.

Profit Guarantee

During the financial year, there were no profit guarantees given by the Company.

Material Contracts Involving Directors' and Major Shareholders' Interest

No material contracts involving the directors and major shareholders were entered into since the end of the previous financial year.

Statement made in accordance with the resolution of the Board of Directors dated 27 June 2002.

TAN SRI JAFFAR BIN ABDUL
Chairman

RESPONSIBILITY

The Board acknowledges its responsibility to maintain a sound system of internal control to safeguard shareholders' investment and the Company's assets. The Board has overall responsibility for the Group's system of internal control and reviewing its adequacy and integrity whilst the role of management is to implement the Board's policies on risk and controls.

The system of internal control is designed to manage rather than eliminate the risk of failure to achieve business objectives. In pursuing these objectives, internal controls can only provide reasonable and not absolute assurance against material misstatement or loss.

RISK MANAGEMENT FRAMEWORK

The Board recognises that an important element for a sound system of internal control is to have in place a risk management framework in order to identify principal risks and implement appropriate controls to manage such risk. The present process of identifying and addressing risk is conducted informally. A more structured approach to formalise the existing processes by which risk are identified, assessed, controlled and reviewed with the involvement of the Audit Committee and the Board, will be adopted. In formulating this process, the Group is now evaluating the need to engage external consultants to put in place a structured risk management framework for the Group.

KEY PROCESSES

The key processes that the directors have established in reviewing the adequacy and integrity of the system of internal control, are as follows:

- There is a system of financial reporting to the Board based on quarterly results.
- The Group has outsourced its internal audit function to assist the Audit Committee in discharging its duties in respect of the internal controls within the Group. The internal auditor, reporting to the Audit Committee, performs regular reviews of business processes to assess the effectiveness of internal controls and highlight significant risks impacting the Group. Four internal audits were carried out during the year under review. On 28 March 2002, the Audit Committee approved a risk-based internal audit plan for the financial year ending 31 January 2003. The plan summarises the Group's risk profile, risk map, internal audit timing and scope of work.
- The Audit Committee, on behalf of the Board, regularly reviews and holds discussions with management on the action taken on internal control issues identified in reports prepared by the internal auditors and the external auditors.
- Close involvement in daily operations of the Group by the Managing Director and the Executive Directors.

A number of internal control weaknesses were identified during the year under review. None of the weaknesses have resulted in any material losses, contingencies or uncertainties that would require disclosure in the Group's annual report. In addition to the risk management framework, the Board is currently in the process of enhancing the system of internal control of the Group, including the following areas:

- Setting up a comprehensive budgeting and forecasting system to further enhance existing financial reporting system.
- Setting up an internal audit department.
- Formalising a credit control policy and establishing a system for credit control review.
- Formalising code of conducts and ethics of the Group.
- Developing written internal policies and procedures, authority limits, responsibilities and boundaries. All these documents will be subject to regular review and improvement.

Statement made in accordance with the resolution of the Board of Directors dated 27 June 2002.

TAN SRI JAFFAR BIN ABDUL
Chairman

The Audit Committee of the Company was established by the Board of Directors on 5 March 1996.

Chairman

YBhg Tan Sri Dato' Jaffar bin Abdul (appointed on 5 March 1996) Chairman, Independent Non-Executive Director

Members

Mr. Kam Chai Hong	(appointed on 25 March 1996)	Independent Non-Executive Director
Tuan Haji Hassan bin Ibrahim	(appointed on 25 June 2001)	Independent Non-Executive Director
Mr. Lim Han Weng	(appointed on 25 March 1996)	Managing Director

The Audit Committee is formally constituted with written terms of reference. All members of the Committee have a working familiarity with basic finance and accounting practices, and one of its member i.e. Kam Chai Hong, is a member of the Malaysian Institute of Accountants.

TERMS OF REFERENCE

Composition

The Audit Committee shall be appointed by the Board from amongst the directors and shall consist no fewer than 3 members, a majority of whom shall be independent non-executive directors. The member of the Audit Committee shall elect a chairman from among their members who shall be an independent Director. An alternate Director must not be appointed as a member of the Audit Committee.

At least one member of the Audit Committee:

- Must be a member of the Malaysian Institute of Accountants; or
- If he is not a member of the Malaysian Institute of Accountants, he must have at least three years' working experience and;
 - He must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act, 1976; or
 - He must be a member of one of the association of accountants specified in Part II of the 1st Schedule of the Accountants Act, 1976.

If a member of the Committee resigns, dies, or for any reason ceases to be a member with the results that the number of members is reduced to less than three, the Board of Directors shall, within three months of that event, appoint such number of members as may be required to make up the minimum number of three members.

The Company Secretary shall be the Secretary of the Committee.

Meetings

The Committee shall hold at least four regular meetings per year or such additional meetings as the Chairman shall decide in order to fulfil its duties and if requested to do so by any committee member. As part of its duty to foster open communication, the Group Accountant, senior management members and the representative of the internal audit are normally invited to attend the meetings. The representative from the external auditors also attend for part or whole of each meeting and have direct access to the chairman of the committee without the presence of the executive directors for independent discussions. Other Board members may attend meetings upon invitation of the Committee.

Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek information it requires from any employee and all employees are directed to cooperate with request made by the Committee. It shall have unrestricted access to both the internal and external auditors. The Committee is also authorised by the Board to obtain external legal and other independent professional advice where they consider it necessary to carry out their duties.

Responsibilities and Duties

The duties of the Audit Committee shall be:

- To consider the appointment of the external auditors, the audit fee and any questions of resignation or dismissal;
- To discuss with the external auditors prior to the commencement of the audit, the nature and scope of audit;
- To review the quarterly and year-end financial statements of the Group and the Company; focusing particularly on any changes in or implementation of major accounting policies and procedures, significant adjustments arising from the audit, the going concern assumption and compliance with applicable accounting standards and other legal and regulatory requirements;
- To discuss problems and reservations arising from the interim and final audit, and any matter the auditors may wish to discuss (in the absence of management where necessary);
- To review external auditors' management letters and management response;
- To do the following in respect of the internal audit function:
 - Review the adequacy of the scope, functions and resources of the internal audit function, and that it has the necessary authority to carry out its work;
 - Review the internal audit programme and results of the internal audit process and where necessary ensure that appropriate action is taken on the recommendations of the internal audit function;
 - Review any appraisal or assessment of the performance of members of the internal audit function; and approve any appointment or termination of members of the internal audit function and to provide the opportunity for the resigning staff member to submit his reasons for resigning; and
 - Approve appointment and termination of internal auditors
- To consider any related party transactions and conflict of interest situation that may arise within the Group including transaction, procedure or course of conduct that raises questions of management integrity;
- To consider the major findings of internal investigations and the management's response;
- To have explicit authority to investigate certain matters, the resources which it needs to do so. For example, professional advice and full access to information; and
- To promptly report to Kuala Lumpur Stock Exchange on matters reported by it to the Board that have not been satisfactorily resolved resulting in a breach of the Listing Requirements of the Kuala Lumpur Stock Exchange.
- To consider other topics as defined by the Board.

INTERNAL AUDIT FUNCTION

The Audit Committee is supported by an independent and adequately resourced internal audit function which is outsourced from Arthur Andersen & Co. The Committee is aware of the fact that an independent and adequately resourced internal audit function is essential to assist in obtaining the assurance it requires regarding the effectiveness of the system of internal control.

SUMMARY OF ACTIVITIES

The Committee met four times during the current financial year for the following purposes:

- Reviewed the financial statements before the unaudited quarterly announcements to KLSE.
- Reviewed the year-end financial statements together with external auditors' management letter and management's response.
- Discussed with the external auditors the audit plan and scope for the year as well as the audit procedures to be utilised.
- Discussed with the internal auditors on its scope of work, adequacy of resources and co-ordination with external auditors.
- Reviewed the reports prepared by the internal auditors on the state on internal control of the Group.

All members attended the meeting except for Tuan Hassan bin Ibrahim who was absent during the meeting to review the second quarter announcements to KLSE.



CHAIRMAN

On behalf of the Board of Directors of Yinson Holdings Berhad, it is my pleasure to present the Annual Report and Audited Accounts of the Group and the Company for the financial year ended 31 January 2002.

The Malaysian economic performance in year 2001 was significantly influenced by unprecedented external developments that had widespread implications on the global economy. Malaysia's export-oriented manufacturing sector contracted by 10.2% as a result of the slowdown in most of the major economies. To mitigate the declining external demand, the Government implemented easy fiscal policies and macroeconomic policies that focused on supporting the domestic activities with higher public spending helped Malaysia to stave off a deeper contraction as seen in most global economies. Strong economic fundamentals and pro-growth policies benefited the domestic-oriented industries which increased by 7.4% compensated for the shortfall from declining external demand. Services sector and construction sector benefited with sustained growth of 4.9% and 2.3% respectively. Malaysian economy recorded an overall positive growth for the year of 0.4%.





FINANCIAL PERFORMANCE

The Group recorded better result in the financial year ended 31 January 2002 compared to the previous year. The Group's turnover increased by 13.6% to RM137.336 million compared to RM120.924 million for the preceding year corresponding period. The increase in turnover was mainly attributable to increase in demand for construction materials and transportation services and this is tandem with the growth registered in the nation's services and construction sectors.

The Group recorded net profit before taxation and minority interest of RM1.345 million for the financial year ended 31 January 2002 compared to RM0.666 million for the preceding year corresponding period. The increase in net profit was attributable to slight improvement in margin of transportation services.

REVIEW OF OPERATIONS

In July 2001, Yinson Haulage Sdn Bhd commenced operations in container haulage service. As at 31 January 2002, the subsidiary had 30 trucks in operation. During the current period, the subsidiary incurred a loss before taxation of RM423,978 as its trucks were operating at low capacity. Operating capacity and demand for container haulage services are expected to improve and to be higher in financial year 2003.

As at 31 January 2002, the Group had 230 active trucks in operation compared to 205 as at 31 January 2001. During the current financial year, the Group engaged about 200 trucks from other transport operators to supplement its transportation services to its customers.





DIVIDEND

The Board of Directors is pleased to recommend a final dividend of 1.5% less taxation 28% amounting to RM213,840 for the financial year ended 31 January 2002 for shareholders' approval at the forthcoming Annual General Meeting.

CORPORATE DEVELOPMENTS

During the year, the Company:

- (a) acquired 30,000 ordinary shares of RM1 each, representing 30% equity interest of DK-Yinson (M) Sdn Bhd, for a cash consideration of RM30,000 for the purpose of securing transportation services. The associated company has not commenced its operation.
- (b) acquired 4,900 ordinary shares of Thai Baht 100 each, representing 49% equity interest of Yinson Taksin Transport Co., Ltd for a cash consideration of Thai Baht 490,000 for the purpose of expanding the Group's transportation services to Thailand.

On 10 June 2002, the Securities Commission approved the following corporate proposals which were announced by the Board of Directors to the Kuala Lumpur Stock Exchange on 14 June 2002:

- (a) Proposed bonus issue of 11,880,000 new ordinary shares of RM1.00 each to be credited as fully paid to the existing shareholders of the Company on the basis of three (3) new shares for every five (5) existing shares held on entitlement date to be determined;
- (b) Proposed renounceable two-call rights issue of 11,880,000 new shares at an indicative price of RM1.00 per share on the basis of three (3) new shares for every five (5) existing shares held before the Proposed Bonus Issue;



- (c) Proposed employee share option of up to ten percent (10%) of the issued and paid-up capital of the Company; and
- (d) Proposed increase in the authorised share capital of the Company from RM25,000,000 to RM100,000,000 by the creation of an additional 75,000,000 shares.

FUTURE PROSPECTS

The world trade and major economies are expected to recover in year 2002. Real gross domestic product growth in the Malaysian economy is projected to recover to 3.5% based on stronger growth in private consumption, a modest recovery in private investment, sustained public sector expenditure and moderate growth in exports. (Bank Negara Reports dated 20 March 2002)

Barring unforeseen circumstances, the Board of Directors expects the Group's performance for the next financial year to be satisfactory.

APPRECIATION

On behalf of the Board of Directors, I wish to express our appreciation to the management and staff of the Group for their effort, dedication and contribution. To our customers, bankers, suppliers and Government, I would like to take this opportunity to thank them for their continued support.

I would also like to take this opportunity to warmly welcome Hassan bin Ibrahim, our new Board member, to the Board. Finally, I would like to take this opportunity to thank my fellow board members and the shareholders for their continued support.

TAN SRI DATO' JAFFAR BIN ABDUL
Chairman



The directors hereby submit their report together with the audited financial statements of the Group and the Company for the financial year ended 31 January, 2002.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding.

The principal activities of the subsidiaries are described in Note 4 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	Group RM	Company RM
Net profit for the year	599,483	7,602,686

DIVIDENDS

The amount of dividend paid by the Company since 31 January, 2001 was as follows :

	RM
In respect of financial year ended 31 January, 2001	
Final dividend of 1.5% less 28% taxation paid on 7 August, 2001	213,840

At the forthcoming Annual General Meeting, a final dividend in respect of the current financial year ended 31 January, 2002 of 1.5% on 19,800,000 ordinary shares less 28% taxation amounting to a total dividend of RM213,840 (1.1 sen per share) will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in the shareholders' equity as an appropriation of retained profits in the next financial year ending 31 January, 2003.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.

BAD AND DOUBTFUL DEBTS

Before the income statements and balance sheets were made out, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts.

At the date of this report, the directors are not aware of any circumstances which would render the amounts written off as bad debts or provided for as doubtful debts in the financial statements of the Group and the Company inadequate to any substantial extent.

CURRENT ASSETS

Before the income statements and balance sheets were made out, the directors took reasonable steps to ensure that any current assets which were unlikely to be realised in the ordinary course of business including their values as shown in the accounting records of the Group and the Company have been written down to an amount which they might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances which would render the values attributed to the current assets in the financial statements of the Group and the Company misleading.

VALUATION METHODS

At the date of this report, the directors are not aware of any circumstances which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and the Company misleading or inappropriate.

CONTINGENT AND OTHER LIABILITIES

At the date of this report, there does not exist :

- (a) any charge on the assets of the Group or the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
- (b) any contingent liability of the Group or the Company which has arisen since the end of the financial year.

No contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may substantially affect the ability of the Group or the Company to meet their obligations when they fall due.

CHANGE OF CIRCUMSTANCES

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group or the Company which would render any amount stated in the financial statements misleading.

ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Group and the Company during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect substantially the results of the operations of the Group or the Company for the financial year in which this report is made.

SIGNIFICANT EVENTS

The significant events during the year are as disclosed in Note 32 to the financial statements.

SUBSEQUENT EVENT

The subsequent event is as disclosed in Note 33 to the financial statements.

DIRECTORS

The directors who served since the date of the last report are :

Tan Sri Dato' Jaffar bin Abdul
Lim Han Weng
Bah Kim Lian
Adi Azmari bin B.K. Koya Moideen Kutty
Bah Kim Hoon
Bah Koon Chye
Kam Chai Hong
Lim Han Joeh
Hassan bin Ibrahim - appointed on 25 June, 2001

DIRECTORS' BENEFITS

During and at the end of the financial year, no arrangements subsisted to which the Company is a party with the object of enabling directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors as shown in Note 24 to the financial statements or the fixed salary of a full-time employee of the Company) by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of directors in office at the end of the financial year in the shares of the Company during the financial year were as follows :

The Company	Number of Ordinary Shares of RM1 each			31 January, 2002
	1 February, 2001	Bought	Sold	
Lim Han Weng	7,813,857	–	–	7,813,857
Bah Kim Lian	3,386,034	–	–	3,386,034
Tan Sri Dato' Jaffar bin Abdul	8,000	–	–	8,000
Adi Azmari bin B.K. Koya Moideen Kutty	218,000	–	–	218,000
Bah Kim Hoon	8,000	–	–	8,000
Bah Koon Chye	8,000	–	–	8,000
Kam Chai Hong	8,000	–	–	8,000
Lim Han Joeeh	1,206,110	–	–	1,206,110

Lim Han Weng and Bah Kim Lian by virtue of their interests in the shares of the Company are also deemed interested in the shares of all the Company's subsidiaries to the extent the Company has an interest.

Other than as stated above, the other director in office at the end of the financial year does not have any interest in the shares of the Company or its related corporations during the financial year.

AUDITORS

Arthur Andersen & Co. retire and have indicated their willingness to accept re-appointment.

Signed on behalf of the Board in accordance with a resolution of the directors.

LIM HAN WENG

BAH KIM HOON

Johor Bahru
30 May, 2002

STATEMENT BY DIRECTORS

We, LIM HAN WENG and BAH KIM HOON, being two of the directors of YINSON HOLDINGS BERHAD, do hereby state that, in the opinion of the directors, the financial statements set out on pages 31 to 60 give a true and fair view of the state of affairs of the Group and the Company as at 31 January, 2002 and of their results and their cash flows for the year then ended and have been properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia.

Signed on behalf of the Board in
accordance with a resolution of
the directors

LIM HAN WENG

BAH KIM HOON

Johor Bahru
30 May, 2002

STATUTORY DECLARATION

I, TAN FANG FING, the officer primarily responsible for the financial management of YINSON HOLDINGS BERHAD, do solemnly and sincerely declare that the financial statements set out on pages 31 to 60 are, to the best of my knowledge and belief, correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by)
the abovenamed TAN FANG FING)
at Johor Bahru in the State of Johor)
on 30 May, 2002) **TAN FANG FING**

Before me :
JOHN CANTIUS RAPHAEL
Commissioner for Oaths

We have audited the financial statements set out on pages 31 to 60. These financial statements are the responsibility of the Company's directors. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion :

- (a) the financial statements have been prepared in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia and give a true and fair view of :
 - (i) the state of affairs of the Group and the Company as at 31 January, 2002 and of their results and their cash flows for the year then ended; and
 - (ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements; and
- (b) the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification, and did not include any comment made under subsection (3) of Section 174 of the Act.

Arthur Andersen & Co.
No. AF0103
Chartered Accountants

Ravandaran A/L Thangeveloo
No. 1859/09/03(J)
Partner of the Firm

Johor Bahru
30 May, 2002

31 January 2002

	Note	2002 RM	2001 RM
NON-CURRENT ASSETS			
Property, plant and equipment	3	45,695,546	37,892,459
Associated companies	5	39,207	–
Investment	6	100,000	100,000
		45,834,753	37,992,459
CURRENT ASSETS			
Trade receivables	7	56,515,195	48,537,059
Other receivables	8	1,839,235	2,031,733
Due from associated company	10	15,011	–
Inventories	11	753,556	259,604
Cash and bank balances	12	888,833	225,648
		60,011,830	51,054,044
CURRENT LIABILITIES			
Short term borrowings	13	31,272,559	21,855,228
Trade payables	14	20,337,116	15,961,252
Other payables	15	1,297,111	1,208,327
Proposed dividend		–	213,840
		52,906,786	39,238,647
NET CURRENT ASSETS		7,105,044	11,815,397
		52,939,797	49,807,856
FINANCED BY :			
Share capital	16	19,800,000	19,800,000
Share premium		4,831,886	4,831,886
Retained profits		12,919,905	12,320,422
		37,551,791	36,952,308
Shareholders' equity		170,404	297,597
Minority interests		37,722,195	37,249,905
		15,217,602	12,557,951
		52,939,797	49,807,856
Hire purchase and lease payables	17	2,177,458	623,273
Term loans	18	9,570,144	8,778,678
Deferred taxation	19	3,470,000	3,156,000
		15,217,602	12,557,951
Non-current liabilities		15,217,602	12,557,951
		52,939,797	49,807,856

The accompanying notes are an integral part of this balance sheet.

CONSOLIDATED INCOME STATEMENTYINSON HOLDINGS BERHAD (259147-A)
(Incorporated in Malaysia)

for the year ended 31 January 2002

2002 ANNUAL REPORT

	Note	2002 RM	2001 RM
Revenue	20	137,336,138	120,924,287
Cost of trading goods sold		(79,149,501)	(72,106,439)
Direct expenses	21	(47,653,974)	(40,898,920)
Gross profit		10,532,663	7,918,928
Other operating income	22	124,545	79,105
Administrative expenses	23	(6,598,628)	(5,164,818)
Profit from operations		4,058,580	2,833,215
Finance costs, net	25	(2,712,383)	(2,167,365)
Share of results of associated company		(907)	–
Profit before taxation		1,345,290	665,850
Taxation	26	(873,000)	(437,000)
Profit after taxation		472,290	228,850
Minority interest		127,193	2,403
Net profit for the year		599,483	231,253
Earnings per share	27	3.0 sen	1.2 sen

The accompanying notes are an integral part of this statement.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 January 2002

	Share capital RM	Non- distributable Share premium RM	Distributable Retained profits RM	Total RM
At 1 February, 2000	19,800,000	4,831,886	12,303,009	36,934,895
Net profit for the year	–	–	231,253	231,253
Dividend (Note 28)	–	–	(213,840)	(213,840)
At 31 January, 2001	19,800,000	4,831,886	12,320,422	36,952,308
Net profit for the year	–	–	599,483	599,483
At 31 January, 2002	19,800,000	4,831,886	12,919,905	37,551,791

The accompanying notes are an integral part of this statement.

CONSOLIDATED CASH FLOW STATEMENTYINSON HOLDINGS BERHAD (259147-A)
(Incorporated in Malaysia)

for the year ended 31 January 2002

2002 ANNUAL REPORT

	2002 RM	2001 RM
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	1,345,290	665,850
Adjustments for :		
Bad and doubtful debts	1,066,448	402,135
Depreciation	3,515,796	3,114,740
Interest expenses	2,580,243	2,117,554
Interest income	(371)	(86)
Gain on disposal of property, plant and equipment, net	(11,021)	(3,915)
Property, plant and equipment written off	116,208	5,328
Share of loss in associated company	907	-
Unrealised exchange gain	(30,914)	-
	<hr/>	<hr/>
Operating profit before working capital changes	8,582,586	6,301,606
Receivables	(8,860,064)	(5,768,793)
Inventories	(493,952)	(102,771)
Payables	4,464,648	5,214,043
Associated companies	(15,011)	-
	<hr/>	<hr/>
Cash generated from operations	3,678,207	5,644,085
Interest received	371	86
Interest paid	(2,580,243)	(2,117,554)
Tax paid	(520,108)	(358,702)
	<hr/>	<hr/>
Net cash from operating activities	578,227	3,167,915
	<hr/>	<hr/>
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment in subsidiary, Yinson Haulage Sdn. Bhd.	-	300,000
Investment in golf membership	-	(100,000)
Proceeds from disposal of property, plant and equipment	138,430	84,700
Purchase of property, plant and equipment	(7,734,780)	(4,272,236)
Investment in associated companies :		
DK Yinson Sdn. Bhd.	(30,000)	-
Yinson Taksin Transport Co., Ltd.	(10,114)	-
	<hr/>	<hr/>
Net cash used in investing activities	(7,636,464)	(3,987,536)
	<hr/>	<hr/>

CONSOLIDATED CASH FLOW STATEMENT (Cont'd)

for the year ended 31 January 2002

	2002 RM	2001 RM
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase/(Decrease) in bankers' acceptances and revolving credits	7,653,000	(438,000)
Dividend paid	(213,840)	(213,840)
Drawdown of term loans	5,630,742	-
Repayment of hire purchase and lease payables	(1,208,280)	(680,873)
Repayment of term loans	(4,311,124)	(1,252,113)
Net cash from/(used in) financing activities	7,550,498	(2,584,826)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	492,261	(3,404,447)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	(10,536,253)	(7,131,806)
CASH AND CASH EQUIVALENTS AT END OF YEAR	(10,043,992)	(10,536,253)
Cash and cash equivalents comprise :		
Cash on hand and at banks (Note 12)	816,592	168,407
Fixed deposits with licensed banks (Note 12)	72,241	57,241
Bank overdrafts (Note 13)	(10,932,825)	(10,761,901)
	(10,043,992)	(10,536,253)

The accompanying notes are an integral part of this statement.

BALANCE SHEET

31 January 2002

YINSON HOLDINGS BERHAD (259147-A)
(Incorporated in Malaysia)

2002 ANNUAL REPORT

	Note	2002 RM	2001 RM
NON-CURRENT ASSETS			
Subsidiaries	4	11,289,188	11,289,188
Associated companies	5	40,114	–
		11,329,302	11,289,188
CURRENT ASSETS			
Other receivables	8	90,123	72,554
Due from subsidiaries	9	25,983,044	19,291,339
Cash and bank balances	12	9,718	15,685
		26,082,885	19,379,578
CURRENT LIABILITIES			
Other payables	15	208,247	153,672
Due to subsidiaries		–	700,000
Proposed dividend		–	213,840
		208,247	1,067,512
NET CURRENT ASSETS		25,874,638	18,312,066
		37,203,940	29,601,254
FINANCED BY :			
Share capital	16	19,800,000	19,800,000
Share premium		4,831,886	4,831,886
Retained profits		12,572,054	4,969,368
Shareholders' equity		37,203,940	29,601,254

The accompanying notes are an integral part of this balance sheet.

INCOME STATEMENT

for the year ended 31 January 2002

	Note	2002 RM	2001 RM
Revenue	20	11,019,100	589,700
Administrative expenses	23	(330,687)	(205,515)
Profit from operations		10,688,413	384,185
Finance costs, net	25	(379)	(52)
Profit before taxation		10,688,034	384,133
Taxation	26	(3,085,348)	(165,000)
Net profit for the year		7,602,686	219,133

The accompanying notes are an integral part of this statement.

STATEMENT OF CHANGES IN EQUITYYINSON HOLDINGS BERHAD (259147-A)
(Incorporated in Malaysia)

for the year ended 31 January 2002

2002 ANNUAL REPORT

	Share capital RM	Non- distributable Share premium RM	Distributable Retained profits RM	Total RM
At 1 February, 2000	19,800,000	4,831,886	4,964,075	29,595,961
Net profit for the year	–	–	219,133	219,133
Dividend (Note 28)	–	–	(213,840)	(213,840)
At 31 January, 2001	19,800,000	4,831,886	4,969,368	29,601,254
Net profit for the year	–	–	7,602,686	7,602,686
At 31 January, 2002	19,800,000	4,831,886	12,572,054	37,203,940

The accompanying notes are an integral part of this statement.

CASH FLOW STATEMENT

for the year ended 31 January 2002

	2002 RM	2001 RM
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	10,688,034	384,133
Adjustment for :		
Dividend income	(11,019,100)	(589,700)
Operating loss before working capital changes	(331,066)	(205,567)
Receivables	(17,569)	(15,018)
Payables	54,575	29,876
Cash used in operations	(294,060)	(190,709)
Tax refund	-	116
Net cash used in operating activities	(294,060)	(190,593)
CASH FLOWS FROM INVESTING ACTIVITIES		
Dividend received	7,933,752	424,584
Increase/(Decrease) in subsidiaries balances	(7,391,705)	689,416
Investment in associated companies :		
DK Yinson Sdn. Bhd.	(30,000)	-
Yinson Taksin Transport Co., Ltd.	(10,114)	-
Investment in subsidiary, Yinson Haulage Sdn. Bhd.	-	(700,000)
Net cash from investing activities	501,933	414,000
CASH FLOWS FROM FINANCING ACTIVITY		
Dividend paid	(213,840)	(213,840)
Net cash used in financing activity	(213,840)	(213,840)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(5,967)	9,567
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	15,685	6,118
CASH AND CASH EQUIVALENTS AT END OF YEAR	9,718	15,685

The accompanying notes are an integral part of this statement.

1. PRINCIPAL ACTIVITIES AND GENERAL INFORMATION

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are described in Note 4. There have been no significant changes in the nature of these activities during the financial year.

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Second Board of the Kuala Lumpur Stock Exchange. The principal place of business of the Company is located at 2, Jalan Angkasamas Satu, Kawasan Perindustrian Tebrau II, 81100 Johor Bahru.

The number of employees in the Group at the end of the financial year was 115 (2001 : 96). There were no employees on the payroll of the Company.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 30 May, 2002.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

The financial statements of the Group and the Company have been prepared under the historical cost convention unless otherwise indicated in the accounting policies below and comply with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia.

(b) Revenue Recognition

- (i) Revenue from transport services and trading in construction materials are recognised net of discounts when transfer of risks and rewards have been completed.
- (ii) Revenue from rental of properties are recognised on a receivable basis.
- (iii) Dividend income is recognised on a receivable basis.

(c) Basis of Consolidation

Consolidated financial statements include the financial statements of the Company and all its subsidiaries. Subsidiaries are companies in which the Group has power to exercise control over the financial and operating policies so as to obtain benefits therefrom. Companies acquired or disposed are included in the consolidated financial statements from the date of acquisition or to the date of disposal.

All subsidiaries are consolidated using on the merger method of accounting except for a subsidiary (as disclosed in Note 4) which is consolidated using the acquisition method of accounting.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Basis of Consolidation (Cont'd)

Subsidiaries which meet the criteria for merger accounting under the Malaysian Accounting Standard 2, Accounting for Acquisition and Mergers, are accounted for using merger accounting principles. When the merger method is used, the cost of investment in the Company's book is recorded at the nominal value of shares issued and the merger deficit arising from the difference between the carrying value of the investment and the nominal value of share capital of the subsidiaries is set off against revaluation reserve and retained profits of the Group. The results of the companies being merged are included as if the merger had been effected throughout the current and previous financial years.

Under the acquisition method of accounting, the results of the subsidiaries acquired or disposed during the financial year are included in the consolidated financial statements from the effective date of acquisition or up to the date of disposal respectively.

Intragroup transactions balances and resulting unrealised gains are eliminated on consolidation and the consolidated financial statements reflect external transactions only. Unrealised losses are eliminated on consolidated unless costs cannot be recovered.

(d) Associated Companies

The Group treats as associated companies those companies in which the Group has a long term equity interest and where it exercises significant influence over the financial and operating policies.

Investments in associated companies are accounted for in the consolidated financial statements by the equity method of accounting based on the audited or management financial statements of the associated companies.

The Group's share of post-acquisition profits less losses of associated companies is included in the consolidated income statement and the Group's interest in associated companies is stated at cost plus the Group's share of post-acquisition retained profits or accumulated losses and reserves.

Unrealised gains on transactions between the Group and the associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are eliminated unless cost cannot be recovered.

The difference between the purchase consideration and the fair value of net assets acquired is charged or credited immediately to the income statement.

(e) Investments

Investments in subsidiaries, associated companies and golf membership are stated at cost less provision for any permanent diminution in value. Such provision is made when there is a decline other than temporary in the value of investments and is recognised as an expense in the period in which the decline occurred.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(f) Currency Conversion and Translation**

Transactions in foreign currencies are converted into Ringgit Malaysia at rates of exchange ruling at the transaction dates. Monetary assets and liabilities in foreign currencies at the balance sheet date are translated into Ringgit Malaysia at rates of exchange ruling at that date. All exchange differences are taken to the income statements.

The principal exchange rate for every unit of foreign currency ruling at balance sheet date used is as follows:

	2002 RM	2001 RM
Singapore Dollar	2.05	2.18

(g) Property, Plant and Equipment and Depreciation

Property, plant and equipment are stated at cost or valuation less accumulated depreciation and impairment losses.

The carrying values of property, plant and equipment are reviewed for impairment when there is an indication that the assets might be impaired. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts.

An impairment loss is charged to the income statement immediately, unless the asset is carried at revalued amount. Any impairment loss of a revalued asset is treated as a revaluation decrease to the extent of previously recognised revaluation surplus for the same asset.

Subsequent increase in the recoverable amount of an asset is treated as reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised in the income statement immediately, unless the asset is carried at revalued amount. A reversal of an impairment loss on a revalued asset is credited directly to revaluation surplus. However, to the extent that an impairment loss of the same revalued asset was previously recognised as an expense in the income statement, a reversal of that impairment loss is recognised as income in the income statement.

Freehold land, buildings in progress and motor vehicles in progress are not depreciated. Short term leasehold land expires in financial year 2023 whilst long term leasehold land expire in financial year 2059 and 2060. Leasehold land are amortised over the terms of their respective leases.

Depreciation of other property, plant and equipment is provided on a straight line basis to write off the cost or valuation of each asset to their residual value over the estimated useful life at the following annual rates :

Long term leasehold land and building	over 60 years
Short term leasehold land and buildings	over 30 years
Freehold buildings	2%
Motor vehicles	10%
Electrical installation	20%
Renovation, equipment, furniture and fittings	10%

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Property, Plant and Equipment and Depreciation (Cont'd)

The landed properties of the Group have not been revalued since they were first revalued in 1995. The directors have not adopted a policy of regular revaluations of such assets. As permitted under the transitional provisions of International Accounting Standards (IAS) 16 (Revised) : Property, Plant and Equipment adopted by the Malaysian Accounting Standards Board, these assets continue to be stated at their 1995 valuation less accumulated depreciation.

(h) Trade and Other Receivables

Trade and other receivables are carried at anticipated realisable values. Bad debts are written off when identified. An estimate is made for doubtful debts based on review of all outstanding amounts as at the balance sheet date.

(i) Inventories

Inventories are stated at the lower of cost (determined on the first-in, first-out basis) and net realisable value.

(j) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and at banks and deposits at call and short term highly liquid investments which have an insignificant risk of changes in value, net of outstanding bank overdrafts.

(k) Finance Lease and Hire Purchase

A lease is recognised as a finance lease if it transfers substantially to the Group all the risks and rewards incident to ownership.

The Group recognises finance leases as assets and liabilities in the balance sheets at amounts equal at the inception of the lease to the fair value of the leased property or, if lower, at the present value of the minimum lease payments. In calculating the present value of the minimum lease payments the discount factor used is the interest rate implicit in the lease, when it is practicable to determine; otherwise, the Company's incremental borrowing rate is used. Initial direct costs incurred are included as part of the asset. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

A finance lease gives rise to depreciation expense for the asset as well as a finance expense for each accounting period. The depreciation policy for leased asset is consistent with that for depreciable property, plant and equipment as described in Note 2(g).

(l) Deferred Taxation

Deferred taxation is provided under the liability method for all material timing differences except where there is reasonable evidence that these timing differences will not reverse.

3. PROPERTY, PLANT AND EQUIPMENT

Group	(a) Land and buildings RM	Motor vehicles RM	*Other fixed assets RM	Total RM
VALUATION/COST				
At 1 February, 2001	21,243,285	29,411,082	1,227,587	51,881,954
Additions	3,534,894	7,843,557	184,049	11,562,500
Disposals	–	(248,198)	(790)	(248,988)
Write offs	–	(172,723)	–	(172,723)
At 31 January, 2002	24,778,179	36,833,718	1,410,846	63,022,743
Representing :				
At cost	15,648,179	36,833,718	1,410,846	53,892,743
At valuation	9,130,000	–	–	9,130,000
	24,778,179	36,833,718	1,410,846	63,022,743
ACCUMULATED DEPRECIATION				
At 1 February, 2001	1,552,018	11,630,896	806,581	13,989,495
Charge for the year	410,110	3,003,167	102,519	3,515,796
Disposals	–	(121,421)	(158)	(121,579)
Write offs	–	(56,515)	–	(56,515)
At 31 January, 2002	1,962,128	14,456,127	908,942	17,327,197
Representing				
At cost	433,082	14,456,127	908,942	15,798,151
At valuation	1,529,046	–	–	1,529,046
	1,962,128	14,456,127	908,942	17,327,197
NET BOOK VALUE				
At 31 January, 2002				
At cost	15,215,097	22,377,591	501,904	38,094,592
At valuation	7,600,954	–	–	7,600,954
	22,816,051	22,377,591	501,904	45,695,546
At 31 January, 2001				
At cost	11,868,707	17,780,186	421,006	30,069,899
At valuation	7,822,560	–	–	7,822,560
	19,691,267	17,780,186	421,006	37,892,459
Depreciation charge for 2001	380,743	2,643,707	90,290	3,114,740

3. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

(a) Land and buildings

	Freehold land RM	Long term leasehold land RM	Short term leasehold land RM	Buildings RM	Total RM
COST/VALUATION					
At 1 February, 2001	3,620,888	6,927,988	2,400,000	8,294,409	21,243,285
Additions	–	35,754	–	3,499,140	3,534,894
At 31 January, 2002	3,620,888	6,963,742	2,400,000	11,793,549	24,778,179
Representing :					
At cost	780,888	6,963,742	–	7,903,549	15,648,179
At valuation	2,840,000	–	2,400,000	3,890,000	9,130,000
	3,620,888	6,963,742	2,400,000	11,793,549	24,778,179
ACCUMULATED DEPRECIATION					
At 1 February, 2001	–	97,445	513,794	940,779	1,552,018
Charge for the year	–	114,660	84,462	210,988	410,110
At 31 January, 2002	–	212,105	598,256	1,151,767	1,962,128
Representing :					
At cost	–	212,105	–	220,977	433,082
At valuation	–	–	598,256	930,790	1,529,046
	–	212,105	598,256	1,151,767	1,962,128
NET BOOK VALUE					
At 31 January, 2002					
At cost	780,888	6,751,637	–	7,682,572	15,215,097
At valuation	2,840,000	–	1,801,744	2,959,210	7,600,954
	3,620,888	6,751,637	1,801,744	10,641,782	22,816,051
At 31 January, 2001					
At cost	780,888	6,830,544	–	4,257,275	11,868,707
At valuation	2,840,000	–	1,886,206	3,096,354	7,822,560
	3,620,888	6,830,544	1,886,206	7,353,629	19,691,267
Depreciation charge for 2001	–	94,742	84,706	201,295	380,743

3. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

(b) Net book values of motor vehicles of the Group held under hire purchase and finance lease agreements amounted to RM5,942,739 (2001 : RM2,338,511).

(c) The additions of property, plant and equipment were acquired by means of :

	GROUP	
	2002 RM	2001 RM
Cash payment	7,734,780	4,272,236
Hire purchase and finance lease arrangements	3,827,720	774,000
	11,562,500	5,046,236

(d) The net book value of property, plant and equipment pledged to financial institutions for banking facilities granted to the Group, as referred to in Note 13 and Note 18 are as follows :

	GROUP	
	2002 RM	2001 RM
Freehold land	1,898,532	1,898,532
Leasehold land	5,572,981	5,667,439
Motor vehicles	443,911	515,254
	7,915,424	8,081,225

(e) Included in property, plant and equipment of the Group are cost of the following fully depreciated assets which are still in use :

	GROUP	
	2002 RM	2001 RM
Motor vehicles	1,065,999	1,085,112
Other fixed assets	366,759	342,871
	1,432,758	1,427,983

3. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

- (f) Details of independent professional valuations of freehold and leasehold properties owned by the Group at 31 January, 2002 are as follows :

Year of valuation	Description of property	Amount RM	Basis of valuation
1995	Short term leasehold industrial land and factory at Johor Bahru	6,000,000	Comparison method
1995	Freehold land at Johor Bahru	350,000	Comparison method
1995	Freehold land and office building at Johor Bahru	1,000,000	Comparison method
1995	Freehold industrial land in the district of Petaling	1,780,000	Comparison method
		9,130,000	

Had the revalued freehold land and leasehold properties been carried at historical cost less accumulated depreciation, the net book value of the freehold and leasehold properties that would have been included in the financial statements of the Group as at 31 January, 2002 would be as follows :

	2002 RM	2001 RM
Freehold land and buildings	1,947,959	1,951,959
Short term leasehold land and buildings	2,592,153	2,708,625
	4,540,112	4,660,584

- (g) Included in property, plant and equipment are motor vehicles with a carrying value of RM2,308,736 (2001 : RM2,061,290) registered in the name of third parties, a director (Lim Han Weng) and companies in which certain directors (Lim Han Weng and Bah Kim Lian) have an interest.
- (h) Included in the Groups' property, plant and equipment are cost of assets in progress which are not depreciated.

	2002 RM	2001 RM
Buildings in progress	4,104,210	605,070
Motor vehicles in progress	2,337,096	1,253,113
	6,441,306	1,858,183

4. SUBSIDIARIES

	COMPANY	
	2002 RM	2001 RM
Unquoted shares, at cost	11,289,188	11,289,188

Details of the subsidiaries incorporated in Malaysia are as follows :

Name of companies	Paid-Up Capital RM	Effective Interests		Principal Activities
		2002 %	2001 %	
Yinson Transport (M) Sdn. Bhd.*	1,000,000	100	100	Provision of transport services, trading in construction materials and rental of properties
Yinson Corporation Sdn. Bhd.*	339,700	100	100	Provision of transport services and trading in construction materials
Yinson Haulage Sdn. Bhd.**	1,000,000	70	70	Transport and haulage contractor

* Subsidiaries consolidated using merger method of accounting

** Subsidiary consolidated using acquisition method of accounting

5. ASSOCIATED COMPANIES

	GROUP		COMPANY	
	2002 RM	2001 RM	2002 RM	2001 RM
In Malaysia :				
Unquoted investment at cost	30,000	–	30,000	–
Outside Malaysia :				
Unquoted investment at cost	10,114	–	10,114	–
	40,114	–	40,114	–
Share of post acquisition loss	(907)	–	–	–
	39,207	–	40,114	–
Represented by :				
Share of net tangible assets	39,207	–		

5. ASSOCIATED COMPANIES (Cont'd)

The associated companies are :

Name of Company	Country of Incorporation	Paid Up Capital	Effective Interest (%)		Financial Year End	Principal Activities
			2002	2001		
DK Yinson Sdn. Bhd.	Malaysia	RM100,000	30	–	30 June	Dormant
Yinson Taksin Transport Co., Ltd.	Thailand	Baht 250,000	49	–	30 June	Dormant

6. INVESTMENT

Group

This is in respect of investment in golf membership (transferable) in a local golf resort and is stated at cost.

7. TRADE RECEIVABLES

	GROUP	
	2002 RM	2001 RM
Trade receivables	59,868,984	50,984,789
Provision for doubtful debts	(3,353,789)	(2,447,730)
	56,515,195	48,537,059

Included in trade receivables are amounts due from companies substantially owned by directors, namely Lim Han Weng and Bah Kim Lian as follows :

Liannex Corporation (S) Pte. Ltd.	1,801,105	4,393,848
Budi Handal Sdn. Bhd.	454,135	1,276,588
Kargo Indera Sdn. Bhd.	–	12,973
Tuck Seng Loong (JB) Sdn. Bhd.	–	442,543
	2,255,240	6,125,952

8. OTHER RECEIVABLES

	GROUP		COMPANY	
	2002 RM	2001 RM	2002 RM	2001 RM
Deposits	389,349	544,318	1,000	–
Prepayments	983,119	726,655	89,124	72,554
Sundry receivables	871,495	1,107,303	–	–
	2,243,963	2,378,276	90,124	72,554
Provision for doubtful debts	(404,728)	(346,543)	–	–
	1,839,235	2,031,733	90,124	72,554

9. DUE FROM/(TO) SUBSIDIARIES

Company

Amount due from/(to) subsidiaries are non-trade in nature, unsecured, interest free and have no fixed terms of repayment.

10. DUE FROM ASSOCIATED COMPANY

Group

Amount due from associated company, DK Yinson (M) Sdn. Bhd., is non-trade in nature, unsecured, interest free and has no fixed terms of repayment.

11. INVENTORIES

	GROUP	
	2002 RM	2001 RM
At cost :		
Consumables	240,834	174,052
Trading goods	512,722	85,552
	753,556	259,604

12. CASH AND BANK BALANCES

	GROUP		COMPANY	
	2002 RM	2001 RM	2002 RM	2001 RM
Cash on hand and at banks	816,592	168,407	9,718	15,685
Fixed deposits with licensed banks	72,241	57,241	–	–
	888,833	225,648	9,718	15,685

Fixed deposits with licensed banks of the Group amounting to RM72,241 (2001 : RM57,241) are pledged as securities for bank guarantee facilities granted to the Group.

13. SHORT TERM BORROWINGS

	GROUP	
	2002 RM	2001 RM
Secured :		
Bank overdraft	1,989,069	1,389,574
Hire purchase and lease payables (Note 17)	1,790,046	724,791
Term loan (Note 18)	204,996	370,536
	3,984,111	2,484,901
Unsecured :		
Bank overdrafts	8,943,756	9,372,327
Bankers' acceptances	11,651,000	3,998,000
Revolving credits	6,000,000	6,000,000
Term loans (Note 18)	693,692	–
	27,288,448	19,370,327
	31,272,559	21,855,228

The bank overdrafts bear interest ranging from 7.4% to 9.3% (2001 : 7.8% to 9.3%) per annum.

The revolving credits bear interest ranging from 5.10% to 6.20% (2001 : 5.4% to 6.2%) per annum.

Bankers' acceptances bear interest ranging from 3.00% to 3.95% (2001 : 3.1% to 3.7%) per annum.

The secured short term borrowings of the Group are secured by means of legal charge over a subsidiary's freehold land as disclosed in Note 3, with a carrying value of RM1,898,532 (2001 : RM1,898,532) and fixed deposits of the Company as disclosed in Note 12 and fixed deposits of a director, Lim Han Weng and are guaranteed by the Company.

The unsecured short term borrowings are guaranteed by the Company and jointly and severally guaranteed by two of the directors namely, Lim Han Weng and Lim Han Joeh.

14. TRADE PAYABLES
Group

Included in trade payables are amounts due to companies substantially owned by directors, namely Lim Han Weng and Bah Kim Lian as follows :

	2002 RM	2001 RM
Yinson Tyres Sdn. Bhd.	640,439	550,012
Kargo Indera Sdn. Bhd.	7,321	-
	647,760	550,012

15. OTHER PAYABLES

	GROUP		COMPANY	
	2002 RM	2001 RM	2002 RM	2001 RM
Due to a director, Lim Han Weng	115	12,399	115	115
Sundry payables	541,182	665,088	88,132	53,557
Accruals	755,814	530,840	120,000	100,000
	1,297,111	1,208,327	208,247	153,672

Amount due to a director is unsecured, interest free and has no fixed terms of repayment.

16. SHARE CAPITAL

	Number of Ordinary Shares of RM1 Each		Amount	
	2002	2001	2002 RM	2001 RM
Authorised	25,000,000	25,000,000	25,000,000	25,000,000
Issued and fully paid	19,800,000	19,800,000	19,800,000	19,800,000

17. HIRE PURCHASE AND LEASE PAYABLES

	GROUP	
	2002 RM	2001 RM
Future minimum payments :		
Payable within one year	2,119,300	862,440
Payable between one and five years	2,324,632	739,429
	4,443,932	1,601,869
Finance charges	(476,428)	(253,805)
	3,967,504	1,348,064
Representing hire purchase and lease liabilities :		
Due within 12 months (Note 13)	1,790,046	724,791
Due after 12 months	2,177,458	623,273
	3,967,504	1,348,064

The hire purchase and finance lease facilities are supported by a corporate guarantee from the Company and a subsidiary.

18. TERM LOANS

	GROUP	
	2002 RM	2001 RM
Term loans, secured :		
Repayable by 96 monthly instalments commencing from June, 1997	216,782	275,613
Repayable by 96 monthly instalments commencing from February, 1997	313,123	398,436
Repayable by 96 monthly instalments commencing from May, 2001	3,071,865	–
Repayable by 96 monthly instalments commencing from January, 2002	2,302,929	–
Repayable by 36 monthly instalments commencing from March, 1999	5,814	190,738
Repayable by 60 monthly instalments commencing from January, 2002	–	3,300,000
	5,910,513	4,164,787
Term loan, unsecured :		
Repayable by 84 monthly instalments commencing from June, 2001	4,558,319	4,984,427
	10,468,832	9,149,214
Repayments due within 12 months		
- secured (Note 13)	(204,996)	(370,536)
- unsecured (Note 13)	(693,692)	–
	9,570,144	8,778,678

18. TERM LOANS (Cont'd)

The term loans bear interest ranging from 7.15% to 9.05% (2001 : 7.55% to 9.05%) per annum.

The term loans are secured by legal charges over certain pieces of the subsidiary's freehold and leasehold land and motor vehicles with a total carrying value of RM7,915,424 (2001 : RM8,081,225) as disclosed in Note 3 and corporate guarantees from the Company.

19. DEFERRED TAXATION

	GROUP	
	2002 RM	2001 RM
(a) At beginning of year	3,156,000	2,865,000
Transfer from income statement (Note 26)	314,000	291,000
At end of year	3,470,000	3,156,000
(b) Deferred taxation is in respect of the following :		
Timing difference between depreciation and corresponding capital allowances	12,720,000	13,770,000
Unabsorbed capital allowances	(294,000)	(2,235,000)
Other timing difference	(34,000)	(263,000)
	12,392,000	11,272,000

Deferred taxation amounting to approximately RM185,000 (2001 : RM185,000) is not provided on the surplus arising from the revaluation of landed properties as it is not the intention of the directors to dispose these properties.

20. REVENUE

Revenue of the Group and Company consist of the following :

	GROUP		COMPANY	
	2002 RM	2001 RM	2002 RM	2001 RM
Transport services	53,672,607	44,560,684	-	-
Trading in construction materials	83,298,750	75,858,584	-	-
Rental of properties	364,781	505,019	-	-
Dividend income	-	-	11,019,100	589,700
	137,336,138	120,924,287	11,019,100	589,700

21. DIRECT EXPENSES

Included in direct expenses are :

	GROUP		COMPANY	
	2002 RM	2001 RM	2002 RM	2001 RM
Depreciation	2,943,949	2,583,194	-	-
Drivers commission	3,969,672	3,549,579	-	-
Rental of lorries	11,474	-	-	-
Staff costs	1,069,727	933,308	-	-
Transport agents' charges	23,032,725	18,622,960	-	-

22. OTHER OPERATING INCOME

Included in other operating income are :

	GROUP		COMPANY	
	2002 RM	2001 RM	2002 RM	2001 RM
Bad debts recovered	18,420	8,169	-	-
Exchange gain/(loss)				
- realised	(92)	(12,925)	-	-
- unrealised	30,914	-	-	-
Gain on disposal of property, plant and equipment	11,583	8,000	-	-

23. ADMINISTRATIVE EXPENSES

Included in administrative expenses are :

	GROUP		COMPANY	
	2002 RM	2001 RM	2002 RM	2001 RM
Auditors' remuneration				
- statutory	59,000	55,000	13,000	13,000
- others	81,896	-	81,896	-
Bad and doubtful debts	1,066,448	402,135	-	-
Depreciation	571,847	531,546	-	-
Directors' remuneration (Note 24)	1,179,612	1,189,028	118,600	102,300
Property, plant and equipment written off	116,208	5,328	-	-
Loss on disposal of property, plant and equipment	562	4,085	-	-
Rental of premises	98,181	89,036	-	-
Staff costs	1,854,056	1,631,976	-	-

24. DIRECTORS' REMUNERATION

	GROUP		COMPANY	
	2002 RM	2001 RM	2002 RM	2001 RM
Directors of the Company				
Executive :				
Salaries and other emoluments	1,012,312	1,030,728	8,500	–
Fees	61,000	61,000	61,000	61,000
Bonus	57,200	56,000	–	–
	1,130,512	1,147,728	69,500	61,000
Non Executive :				
Allowances	10,100	2,300	10,100	2,300
Fees	39,000	39,000	39,000	39,000
	49,100	41,300	49,100	41,300
Total	1,179,612	1,189,028	118,600	102,300

The number of directors of the Company whose total remuneration during the year fall within the following bands are as follows :

	NUMBER OF DIRECTORS	
	2002	2001
Executive :		
RM50,001 - RM100,000	1	1
RM100,001 - RM150,000	2	2
RM250,001 - RM300,000	1	1
RM550,001 - RM600,000	1	1
Non Executive :		
Below RM50,000	4	3

25. FINANCE COSTS, NET

Included in finance costs, net are :

	GROUP		COMPANY	
	2002 RM	2001 RM	2002 RM	2001 RM
Interest income	(371)	(86)	-	-
Interest expenses				
- Bankers' acceptances	390,125	144,056	-	-
- Bank overdrafts	853,358	823,233	-	-
- Term loans	740,609	905,222	-	-
- Hire purchase	240,860	109,126	-	-
- Revolving credits	333,961	114,593	-	-
- Finance lease	21,330	21,324	-	-

26. TAXATION

	GROUP		COMPANY	
	2002 RM	2001 RM	2002 RM	2001 RM
Current year's provision	559,000	146,000	3,085,348	165,000
Transfer to deferred taxation (Note 19)	314,000	291,000	-	-
	873,000	437,000	3,085,348	165,000

The effective rate of taxation of the Group is higher than the statutory rate of taxation principally due to losses of certain subsidiaries which cannot be set off against profits made by other companies in the Group as no group relief is available and certain expenses being disallowed for tax purposes.

The effective rate of taxation of the Company is higher than the standard rate of taxation applicable due principally to certain expenses being disallowed for tax purposes.

The Company has sufficient tax credits under Section 108 of the Income Tax Act, 1967 to frank the payment of dividends out of its entire retained profits as at 31 January, 2002.

27. EARNINGS PER SHARE

Group

The earnings per share is calculated by dividing the Group earnings of RM599,483 (2001 : RM231,253) by the average number of shares in issue during the year of 19,800,000 shares (2001 : 19,800,000 shares).

28. DIVIDEND

	AMOUNT		DIVIDEND PER SHARE	
	2002 RM	2001 RM	2002 SEN	2001 SEN
Ordinary final dividend of 1.5% less 28% taxation	-	231,840	-	1.1

At the forthcoming Annual General Meeting, a final dividend in respect of the current financial year ended 31 January, 2002 of 1.5% on 19,800,000 ordinary shares less 28% taxation amounting to a total dividend of RM231,840 (1.1 sen per share) will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in the shareholders' equity as an appropriation of retained profits in the next financial year ending 31 January, 2003.

29. SIGNIFICANT RELATED PARTY TRANSACTIONS

	GROUP		COMPANY	
	2002 RM	2001 RM	2002 RM	2001 RM
With associated company, DK Yinson Sdn. Bhd. :				
Sales of motor vehicle	(16,360)	-	-	-
With companies substantially owned by directors, Lim Han Weng and Bah Kim Lian :				
Rental income from Yinson Tyres Sdn. Bhd.	(60,000)	(60,000)	-	-
Transport income from Liannex Corporation (S) Pte. Ltd.	(8,598,245)	(3,750,992)	-	-
Trading income from Liannex Corporation (S) Pte. Ltd. and Budi Handal Sdn. Bhd.	(977,363)	(2,990,358)	-	-
Transport charges to Tuck Seng Loong (JB) Sdn. Bhd. and Kargo Indera Sdn. Bhd.	276,000	276,000	-	-
Purchases from Yinson Tyres Sdn. Bhd.	2,864,127	2,457,123	-	-
With subsidiaries :				
Dividend income (gross)	-	-	(11,019,100)	(589,700)

The directors are of the opinion that all the transactions above have been entered into in the normal course of business and have been established on terms and conditions that are not materially different from that obtainable in transactions with unrelated parties.

30. COMMITMENTS

	GROUP	
	2002 RM	2001 RM
Property, plant and equipment : Approved but not contracted for	2,069,000	4,700,000
Rental :		
Payable within one year	71,760	29,760
Payable within two to five years	102,600	40,360
	174,360	70,120

31. CONTINGENT LIABILITIES

	COMPANY	
	2002 RM	2001 RM
Corporate guarantees given to financial institutions in respect of facilities granted to subsidiaries		
- unsecured	39,333,000	29,906,000
- secured	3,968,000	1,348,000
	43,301,000	31,254,000

32. SIGNIFICANT EVENTS

During the year, the Company :

- acquired 30,000 ordinary shares of RM1 each, representing 30% equity interest of DK-Yinson Sdn. Bhd., a company newly incorporated in Malaysia for a cash consideration of RM30,000. The proposed principal activity of the Company is the securing of transportation contracts.
- acquired 4,900 ordinary shares of Thai Baht 100 each, representing 49% equity interest of Yinson Taksin Transport Co., Ltd., a company newly incorporated in Thailand for a cash consideration of Thai Baht 490,000 of which 25% was paid-up during the year. The proposed principal activity of the Company is the provision of transport services.

On 14 December, 2001, the Board of Directors had announced the following proposals :

- Proposed bonus issue of 11,880,000 new ordinary shares of RM1 each to be credited as fully paid to the existing shareholders of the Company on the basis of three new shares for every five existing shares held on the entitlement date to be determined;
- Proposed renounceable two-call rights issue of 11,880,000 new shares at an indicative issue price of RM1 per share on the basis of three new shares for every five existing shares held before the proposed bonus issue;

32. SIGNIFICANT EVENTS (Cont'd)

- (c) Proposed employee share option of up to ten percent of the issued and paid-up capital of the Company; and
- (d) Proposed increase in the authorised share capital of the Company from RM25,000,000 to RM100,000,000 by the creation of an additional 75,000,000 shares.

The above proposals are subject to the approval of the Securities Commission and the other related authorities.

33. SUBSEQUENT EVENT

On 7 February, 2002, the subsidiary, Yinson Transport (M) Sdn. Bhd. entered into a sales and purchase agreement to acquire a parcel of vacant industrial leasehold land for a total consideration of RM5,250,000 of which RM2,819,352 will be paid by settlement of debts owing by two debtors of the subsidiary and the balance of RM2,430,648 will be paid by bank borrowing and internally generated funds.

34. SEGMENTAL INFORMATION

The analysis of the Group operations by industries are as follows :

	Turnover RM	Profit/(Loss) before Taxation RM	Total Assets Employed RM
2002			
Transport	53,672,607	595,054	70,720,894
Trading	83,298,750	942,297	26,098,813
Rental of properties	364,781	138,889	8,887,828
Investment	-	(330,950)	139,048
	137,336,138	1,345,290	105,846,583
2001			
Transport	44,560,684	792,176	64,837,093
Trading	75,858,584	(303,446)	14,886,880
Rental of properties	505,019	382,641	9,234,291
Investment	-	(205,521)	88,239
	120,924,287	665,850	89,046,503

The activities of the Group are carried out in Malaysia and as such, segmental reporting by geographical locations are not presented.

The directors are of the opinion that all inter-segment transactions have been entered into in the normal course of business and have been established on terms and conditions that are not materially different from that obtainable in transactions with unrelated parties.

35. CURRENCY

All amounts are stated in Ringgit Malaysia (RM), unless otherwise stated.

Authorised Share Capital : RM25,000,000 ordinary shares of RM1.00 each
 Issued & Fully Paid-up Capital : RM19,800,000 ordinary shares of RM1.00 each
 Voting Rights : One vote per ordinary share

ANALYSIS OF SHAREHOLDINGS (According to the Record of Depositors as at 11 June 2002)

Range	No. of Holders	% of Holders	No. of Shares	% of Shares
Less than 1,000	4	0.22	1,000	0.01
1,000 to 10,000	1,687	94.88	3,430,856	17.33
10,001 to 100,000	66	3.72	1,712,802	8.65
100,001 to 989,999 (*)	17	0.96	6,878,148	34.74
990,000 and above (**)	4	0.22	7,777,194	39.28
Total	1,778	100.00	19,800,000	100.00

Remark * - Less than 5% of issued shares
 ** - 5% and above of issued shares

30 LARGEST SHAREHOLDERS (According to the Record of Depositors as at 11 June 2002)

Name	No. of Shares	%
1. Arab-Malaysian Nominees (Tempatan) Sdn Bhd <i>(Pledged securities account for Lim Han Weng)</i>	2,829,102	14.29
2. Affin-ACF Nominees (Tempatan) Sdn Bhd <i>(Pledged securities account for Lim Han Weng)</i>	2,327,011	11.75
3. Arab-Malaysian Nominees (Tempatan) Sdn Bhd <i>(Pledged securities account for Lim Han Weng)</i>	1,454,216	7.34
4. Arab-Malaysian Nominees (Tempatan) Sdn Bhd <i>(Pledged securities account for Bah Kim Lian)</i>	1,166,865	5.89
5. Tan Ching Ching	983,000	4.96
6. Lim Han Weng	904,000	4.57
7. Bah Kim Lian	777,910	3.93
8. Bah Kim Lian	770,000	3.89
9. Arab-Malaysian Nominees (Tempatan) Sdn Bhd <i>(Pledged securities account for Bah Kim Lian)</i>	648,259	3.27
10. Hong Leong Finance Berhad <i>(Pledged securities account for Lim Han Joeh)</i>	518,000	2.62
11. Alliancegroup Nominees (Tempatan) Sdn Bhd <i>(Pledged securities account for Tan Choon Hoe)</i>	448,000	2.26
12. Poo Choo @ Ong Poo Choi	268,000	1.35
13. Lim Han Joeh	225,048	1.14
14. Citicorp Nominees (Tempatan) Sdn Bhd <i>(Pledged securities account for Wai Mun Tuck)</i>	213,000	1.08
15. Chan Wan Moi	195,000	0.98
16. Tan Han Chuan	188,000	0.95

30 LARGEST SHAREHOLDERS (According to the Record of Depositors as at 11 June 2002) (Cont'd)

Name	No. of Shares	%
17. TA Nominees (Tempatan) Sdn Bhd <i>(Pledged securities account for Lim Han Weng)</i>	187,528	0.95
18. Ong Har Hong	181,000	0.91
19. Arab-Malaysian Nominees (Tempatan) Sdn Bhd <i>(Pledged securities account for Lim Han Joeh)</i>	150,032	0.76
20. Lim Han Joeh	117,371	0.59
21. Amsec Nominees (Tempatan) Sdn Bhd <i>(Pledged securities account for Lim Han Weng)</i>	104,000	0.53
22. Bee Yang Sek	100,000	0.51
23. Mayban Securities Nominees (Tempatan) Sdn Bhd <i>(Pledged securities account for Lim Han Joeh)</i>	90,000	0.45
24. EB Nominees (Tempatan) Sendirian Berhad <i>(Pledged securities account for Lim Han Joeh)</i>	80,000	0.40
25. Hong Leong Finance Berhad <i>(Pledged securities account for Chai Wan Pun)</i>	75,000	0.38
26. Tan Soh Muan	65,000	0.33
27. SST Nominees (Tempatan) Sdn Bhd <i>(Pledged securities account for Tan Choon Hoe)</i>	59,000	0.30
28. Tan Choon Hoe	46,000	0.23
29. Kenanga Nominees (Tempatan) Sdn Bhd <i>(Pledged securities account for Chai Wan Pun)</i>	41,000	0.21
30. Chung Kek Yoong	40,000	0.20
Total	15,251,342	77.03

SUBSTANTIAL SHAREHOLDERS

(According to the Company's Register of Substantial Shareholders as at 11 June 2002)

Name	No. of Shares Direct	%
1. Lim Han Weng	7,813,857	39.46
2. Bah Kim Lian	3,386,034	17.10
3. Lim Han Joeh	1,206,110	6.09

DIRECTORS' INTERESTS IN THE SHARE CAPITAL AS AT 21 FEBRUARY 2002

Directors' interest in the Company as at 31st January, 2002 as shown in the Directors' Report remain unchanged as at 21st February, 2002.

PROPERTIES

Details of all the landed properties owned by the Group and the Company as at 31st January 2002 are set out as follows:-

Location	Description of existing use	Tenure (expiry date/years)	Age of building (years)	Land areas (sq.m)/ Gross built-up area (sq.m)	Net book value (RM'000)	Last date of Revaluation (R)/ Acquisition (A)
PTD 64022 Jalan Angkasamas Satu Mukim of Tebrau Johor Bahru	Office building and warehouse	Leasehold land expiring 14.3.2022	7	11,048/4752	4,605	R: 25.1.1995
PTD 17897 Taman Pelangi Johor Bahru	3 storey shophouse	Freehold	16	178/535	957	R: 25.1.1995
Lot No 130 Hicom Glenmarie Industrial Park (Phase 3) Subang Selangor Darul Ehsan	Office building and warehouse	Freehold	4	4,251/2199	4,852	R: 25.1.1995
MLO 2754 Mukim of Plentong Johor Bahru	Vacant land	Freehold	–	4,097/-	350	R: 25.1.1995
PLO 248 Mukim of Tebrau Kawasan Perindustrian Tebrau IV, Johor Bahru	Office building and warehouse (in progress)	Leasehold land expiring 31.1.2060	–	23,310/-	9,361	A: 24.11.1997
PTD 34990 Taman Putri Wangsa Johor Bahru	Double storey shop office	Freehold	4	276/143	304	A: 15.8.1998
PTD 34991 Taman Putri Wangsa Johor Bahru	Double storey shop office	Freehold	4	378/195	429	A: 15.8.1998
PTD 66206 Taman Putri Wangsa Johor Bahru	Double storey terrace house	Freehold	4	184/133	207	A: 15.8.1998
Lot 91028 Block 1-1-3A Skudaiville Apartment Mukim of Pulai Johor Bahru	Apartment (in progress)	Freehold	–	100	149	A: 14.8.1998

LIST OF PROPERTIES (Cont'd)

YINSON HOLDINGS BERHAD (259147-A)
(Incorporated in Malaysia)

2002 ANNUAL REPORT

Location	Description of existing use	Tenure (expiry date/years)	Age of building (years)	Land areas (sq.m)/ Gross built-up area (sq.m)	Net book value (RM'000)	Last date of Revaluation (R)/ Acquisition (A)
Lot 91028 Block 2-2-03 Skudaiville Apartment Mukim of Pulai Johor Bahru	Apartment (in progress)	Freehold	–	113	168	A: 17.8.1998
Plot 124 H.S. (D) 1915 P.T. 324 Mukim 13 Seberang Perai Tengah	Vacant land	Leasehold land expiring 25.1.2059	–	10,122/-	1,173	A: 16.5.1997
G-3-1 Taman Pelangi Apartment H.S. (D) No. 30874 P.T. No. 6110 Mukim Bukit Katil Daerah Melaka Tengah Melaka	Apartment	Freehold	2	142	127	A: 2.7.1999
H-3-1 Taman Pelangi Apartment H.S. (D) No. 30874 P.T. No. 6110 Mukim Bukit Katil Daerah Melaka Tengah Melaka	Apartment	Freehold	2	142	134	A: 2.7.1999



YINSON HOLDINGS BERHAD

Company No.: 259147-A (Incorporated in Malaysia)

PROXY FORM

I/We.....
of.....
being a member/members of YINSON HOLDINGS BERHAD hereby appoint.....
of.....
or failing him.....
of.....

as my/our proxy to vote for me/us on my/our behalf at the Ninth Annual General Meeting of the Company to be held on Wednesday, 31st July, 2002 at 11.00 a.m. and at any adjournment thereof.

Please indicate with an "X" in the space below how you wish your votes to be cast. In the absence of specific directions, your proxy will vote or abstain as he thinks fit.

RESOLUTIONS		FOR	AGAINST
1	Adoption of Reports and Financial Statements		
2	Declaration of Final Dividend		
3	Payment of Directors' Fees		
4	Re-election of Directors:- YBhg. Tan Sri Dato' Jaffar bin Abdul		
5	Lim Han Joeh		
6	Adi Azmari bin B.K. Koya Moideen Kutty		
7	Kam Chai Hong		
8	Tuan Haji Hassan bin Tan Sri Ibrahim		
9	To appoint Messrs Ernst & Young as Auditors		
10	To approve allotment of shares (under Section 132D)		
11	To approve renewal of Shareholders' Mandate for recurrent related party transactions		

As witness my/our hand this day of2002

No. Of Shares Held

.....
Signature of Shareholder

Notes:

- i. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- ii. The instrument appointing a proxy, in the case of an individual shall be signed by the appointer or his attorney, and in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- iii. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 2, Jalan Angkasamas Satu, Kawasan Perindustrian Tebrau II, 81100 Johor Bahru, Johor not less than 48 hours before the time for holding the meeting or any adjournment thereof.