



YINSON HOLDINGS BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Yinson Holdings Berhad (“YHB” or “Company”) will be held at The Gardens 1, Level 5, The Gardens Hotel & Residence, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur on Thursday, 6 July 2017, at 11.00 a.m. or immediately following the conclusion or adjournment of the Twenty-Fourth (24th) Annual General Meeting of the Company to be convened, whichever is the later; or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:-

ORDINARY RESOLUTION 1

PROPOSED JOINT VENTURE IN RELATION TO EXECUTION AND PERFORMANCE OF BAREBOAT CHARTER CONTRACT FOR THE PROVISION AND CHARTER OF A FLOATING PRODUCTION, STORAGE AND OFF-LOADING (“FPSO”) FACILITY (“PROPOSED JOINT VENTURE”)

“**THAT**, subject to the passing of Ordinary Resolution 2, approval is hereby given to Yinson Clover Ltd (“YCL”) to enter into a joint-venture arrangement with Petrovietnam Technical Services Corporation (“PTSC”) in connection with the execution and performance of the bareboat charter contract to be entered between the joint venture company to be incorporated (“JVC”) and PTSC for the execution and performance of the bareboat scope of work (including the bareboat charter of the FPSO facility) under the time charter contract executed on 26 April 2017 between Talisman Vietnam 07/03 B.V. and YCL which was subsequently novated by YCL to PTSC on even date, including to perform its obligations under the consortium agreement dated 19 May 2017 entered between YCL and PTSC (“**Consortium Agreement**”);

AND THAT approval is hereby given to YCL as part of the arrangement under the Proposed Joint Venture, to enter into a shareholders’ agreement with PTSC to assume and regulate the rights, obligations and responsibilities of the shareholders of the JVC (“**Shareholders’ Agreement**”);

AND THAT all the act and things done by Board of Directors of YHB (“**Board**”) to give effect to the Proposed Joint Venture be and is hereby approved and confirmed;

AND THAT the Board be and is hereby authorised to do all such acts and things, execute such documents and enter into all such transactions, arrangements, agreements as may be necessary or expedient in order to give full effect to and complete the Proposed Joint Venture with full power to assent to or require any condition, modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the interests of the Company or consequent upon the implementation of the said conditions, modifications, variations and/or amendments.”

ORDINARY RESOLUTION 2

PROPOSED PROVISION OF FINANCIAL ASSISTANCE TO THE JVC TO BE INCORPORATED PURSUANT TO THE PROPOSED JOINT VENTURE (“PROPOSED PROVISION OF FINANCIAL ASSISTANCE”)

“**THAT**, subject to the passing of Ordinary Resolution 1, the Company or any of its subsidiaries or YCL be and is hereby authorised to provide financial assistance to the JVC in the form of corporate guarantees and/or shareholder’s loan/advances provided that such quantum shall be in proportion of YCL’s shareholdings in the JVC and upon the terms and conditions as set out in the Consortium Agreement and Shareholders’ Agreement to be entered into by the shareholders of the JVC;

AND THAT the Company or any of its subsidiaries or YCL be and is hereby authorised to advance/loan such amount to the JVC by way of shareholder’s loan/advances upon the terms and conditions as set out in the Consortium Agreement and Shareholders’ Agreement to be entered into by the shareholders of the JVC;

AND THAT the Company or any of its subsidiaries or YCL be and is hereby authorised to provide financial assistance in the form of security and guarantee in connection with loan facilities to be obtained by the JVC;

AND THAT YCL be and is hereby authorised, in the event that the other shareholder does not inject shareholders’ advances/loan (“**Non-Funding Shareholder**”) in accordance with its percentage participation in the JVC, YCL may, at its absolute discretion, advance/loan such amount to the JVC as shareholder’s advances/loan. YCL shall be entitled to impose the interest on the JVC unless this right and entitlement is specifically waived by YCL;

AND THAT the Board be and is hereby authorised to do all such acts and things, execute such documents and enter into all such transactions, arrangements, agreements as may be necessary or expedient in order to give full effect to and complete the Proposed Provision of Financial Assistance with full power to assent to or require any condition, modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the interests of the Company or consequent upon the implementation of the said conditions, modifications, variations and/or amendments.”

By Order of the Board

WONG WAI FOONG (MAICSA 7001358)

TAN BEE HWEI (MAICSA 7021024)

Company Secretaries

Kuala Lumpur

21 June 2017

Notes:-

1. A member entitled to attend and vote at the meeting is entitled to appoint one (1) or more proxies to attend and vote in his/her stead. A proxy may, but need not, be a member of the Company.
2. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. Where an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. The instrument appointing a proxy shall be in writing signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially or certified copy of that power or authority shall be deposited at the Company’s Share Registrar, Messrs Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. Depositors who appear in the Record of Depositors as at 30 June 2017 shall be regarded as member of the Company entitled to attend the Extraordinary General Meeting or appoint a proxy to attend, speak and vote on his/her behalf.