



**YINSON HOLDINGS BERHAD**  
(Company No. 259147-A)  
(Incorporated in Malaysia under the Companies Act, 1965)

## **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 Sri Banang I, 2nd Floor, Mutiara Hotel, Jalan Dato Sulaiman, Taman Century, K.B. No. 779, 80990 Johor Darul Takzim on Wednesday, 15 August 2012, at 12.00 noon, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:-

### **ORDINARY RESOLUTION**

**PROPOSED JOINT VENTURE IN RELATION TO EXECUTION AND PERFORMANCE OF THE ENGINEERING, PROCUREMENT, CONSTRUCTION AND INSTALLATION CONTRACT, AND 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 approvals of all relevant authorities or parties (where required), the execution of the consortium agreement dated 9 June 2012 to develop and establish contractual arrangement, based on a consortium relationship, for the rights, obligations and responsibility of the parties in relation to their respective scope pending the formation of a joint venture company to be incorporated ("**JVC**") for management, performance of the works and signing of the engineering, procurement, construction and installation contract, and bareboat charter contract with Petrovietnam Technical Services Corporation ("**PTSC**") ("**Consortium Agreement**") be and is hereby approved;

**AND THAT** approval is hereby given to the Company to enter into a shareholders' agreement with PTSC to assume and regulate the rights, obligations and responsibilities of the shareholders of the JVC, in accordance with the provisions of such shareholders' agreement and such other terms and conditions or modifications or amendments as may be mutually agreed upon by the shareholders of the JVC as they may deem fit, necessary or expedient in the interest of the JVC to achieve the objectives;

**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 Company be and is hereby authorised to provide financial assistance to the JVC provided that such quantum shall be in proportion of the Company's shareholdings in the JVC (save for the advances to the JVC by the Company in the event that the non-funding shareholder(s) of the JVC is unable to contribute to its equity portion) 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 be and is hereby authorised to advance such amount to the JVC by way of shareholders' loan upon the terms and conditions as set out in the shareholders' agreement to be entered into by the shareholders of the JVC, in the event that the non-funding shareholder(s) of the JVC is unable to contribute to its equity portion;

**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 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**

**TAN SOO LEONG (MACS 01516)**  
Company Secretary

Johor Bahru  
31 July 2012

#### **Notes:**

- 1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company, and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.*
- 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. The instrument appointing a proxy shall be in writing under the hand of 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.*
- 4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the Company's Registered Office at No. 25, Jalan Firma 2, Kawasan Perindustrian Tebrau IV, 81100 Johor Bahru, Johor Darul Takzim not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.*
- 5. Depositors whose name appear in the Record of Depositors as at 9 August 2012 shall be regarded as Member of the Company entitled to attend the Extraordinary General Meeting or appoint a proxy to attend and vote on his behalf.*