



YINSON HOLDINGS BERHAD
Company No: 259147-A (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting of the Company will be held at Level 6, Jasmine Room, The Zon Regency Hotel By The Sea, 88, Jalan Ibrahim Sultan, Stulang Laut, 80720 Johor Bahru, Johor Darul Takzim on Wednesday, 31 July 2013 at 12.00 noon for the following purposes:

AGENDA

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 January 2013 together with the Directors' and Auditors' Reports thereon. **(Resolution 1)**
2. To declare a first and final dividend of 2.5 sen per share less tax at 25% for the financial year ended 31 January 2013. **(Resolution 2)**
3. To approve the payment of Directors' Fees of RM350,000.00 for the financial year ended 31 January 2013. **(Resolution 3)**
4. To re-elect the following Directors who retire in accordance with Article 107 of the Company's Articles of Association:
 - (i) MR LIM HAN WENG [Managing Director] **(Resolution 4)**
 - (ii) MR BAH KOON CHYE [Executive Director] **(Resolution 5)**
5. To re-appoint MESSRS ERNST & YOUNG as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors. **(Resolution 6)**
6. 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:

ORDINARY RESOLUTION

7. **Proposed Authority to Directors to issue new shares under Section 132D of the Companies Act, 1965** **(Resolution 7)**
"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 the 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."
8. **Proposed Renewal of Shareholders' Mandate for Recurrent Transactions of a Revenue or Trading Nature** **(Resolution 8)**
"THAT approval be and is hereby given pursuant to paragraph 10.09 of Chapter 10 of the Listing Requirements of Bursa Malaysia Securities Berhad, for the Company's subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are set out in Section 3.2 of the Circular to Shareholders dated 9 July 2013, provided that such transactions are of a revenue or trading nature which are necessary for the YINSON Group's day-to-day operations, made at arm's length basis and on normal commercial terms which are no more favourable to the related parties than those extended to the public and are not detrimental to the minority shareholders of the Company ; AND
THAT such approval is subject to annual renewal and shall commence upon the passing of this resolution and shall continue to be in force until:
 - (a) the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed;
 - (b) the expiration of the period within which the next annual general meeting after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting;
 whichever occurs first; AND
THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this ordinary resolution."
9. **Continuing in Office as Independent Non-Executive Directors**
 - (i) DATO' IR. ADI AZMARI BIN B.K. KOYA MOIDEEN KUTTY **(Resolution 9)**
"THAT authority be and is hereby given to DATO' IR. ADI AZMARI BIN B.K. KOYA MOIDEEN KUTTY who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."
 - (ii) KAM CHAI HONG **(Resolution 10)**
"THAT authority be and is hereby given to MR KAM CHAI HONG who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."
 - (iii) TUAN HAJI HASSAN BIN IBRAHIM **(Resolution 11)**
"THAT authority be and is hereby given to TUAN HAJI HASSAN BIN IBRAHIM who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Twentieth Annual General Meeting, the First and Final Dividend of 2.5 sen per share less 25% Income Tax in respect of the financial year ended 31 January 2013 will be paid on 10 September 2013 to Depositors registered in the Records of Depositors at the close of business on 12 August 2013.

A Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's securities account before 4.00 p.m. on 12 August 2013 in respect of ordinary transfers;
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

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

Johor Bahru
Date: 9 July 2013

Notes:

- (1) 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 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) 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) 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 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.
- (6) 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 25, Jalan Firma 2, Kawasan Perindustrian Tebrau IV, 81100 Johor Bahru, Johor Darul Takzim not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- (7) Depositors whose name appear in the Record of Depositors as at 25 July 2013 shall be regarded as Member of the Company entitled to attend the Annual General Meeting or appoint a proxy to attend and vote on his/her behalf.

Explanatory Notes on Special Business

Resolution 7

- (i) The proposed ordinary resolution under Item 7 above, if passed, will empower the Directors of the Company from the date of the above Annual General Meeting, authority to allot and issue securities 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.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion proposals involves the issue of new shares, the Directors, under certain circumstances when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued capital

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purposes. The renewal authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and / or acquisitions.

On 6 June 2013, the Company used the Mandate approved by the shareholders on 31 July 2012, allotted via a Private Placement, 20,035,510 new ordinary shares of RM1.00 each equivalent to 10 % of the Company's existing issued and paid up share capital at an issue price of RM2.82 each to third party investors. The total proceeds raised from the private placement exercise was RM56,500,138.00. The details of the utilisation of the proceeds from the private placement exercise are disclosed on Page 108 of the Annual Report.

Resolution 8

- (ii) Please refer to Circular to Shareholders dated 9 July 2013 in relation to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

Resolution 9

- (iii) The Nomination Committee has assessed the independence of Dato' Ir. Adi Azmari bin B.K. Koya Moideen Kutty who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:
 - a. he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board;
 - b. he has been with the Company for more than 9 years and is familiar with the Group's business operations.

(iv) Resolution 10

The Nomination Committee has assessed the independence of Mr Kam Chai Hong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:

- a. his vast experience in the accounting and finance industry would enable him to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group;
- b. he has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

(v) Resolution 11

The Nomination Committee has assessed the independence of Tuan Haji Hassan bin Ibrahim who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:

- a. his vast experience of more than 30 years in the legal background would enable him to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group;
- b. he has devoted sufficient time and attention to the professional obligations for informed and balanced decision making.