



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 the "Company") will be held at Jasmine Room, Level 6, Berjaya Waterfront Hotel, Johor Bahru (formerly known as The ZON Regency Hotel By The Sea), 88, Jalan Ibrahim Sultan, Stulang Laut, 80300 Johor Bahru, Johor Darul Takzim on Wednesday, 28 August 2013 at 12:00 noon, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF ALL THE ORDINARY SHARES OF NORWEGIAN KRONE ("NOK") 1.00 EACH IN FRED. OLSEN PRODUCTION ASA ("FOP") ("FOP SHARE(S)"), A PUBLIC LISTED COMPANY ON THE OSLO STOCK EXCHANGE ("OSE") ("PROPOSED ACQUISITION")

"THAT subject to the approvals of all relevant authorities or parties, authority be and is hereby given to the Company to acquire all the FOP Shares, through Yinson Production Ltd ("YPL"), a wholly-owned subsidiary of the Company via a conditional take-over offer for a cash consideration of NOK9.40 per FOP Share ("Offer Price") ("Offer") pursuant to terms and conditions of the transaction agreement dated 7 June 2013 entered into between YHB and FOP, of which the salient terms are set out in the circular dated 13 August 2013 ("Circular") and the offer document dated 4 July 2013; and if required, to waive any of the closing conditions as set out in Section 2.1.4(a), Part A of the Circular to enable YPL to continue to complete the Offer. Further, in the event that YPL as a result of completing the Offer, or in conjunction with or following the Offer, crosses any mandatory offer threshold under the Norwegian Securities Trading Act 2007 (the thresholds being 1/3, 40% and 50% of the issued voting shares of FOP), the Company, YPL and/or the Company's nominee company is also allowed to launch any mandatory general offer for the remaining FOP Shares. In addition, following any such mandatory general offer, the Company, YPL and/or the Company's nominee company is also allowed to launch any additional voluntary general offer for the remaining FOP Shares for which acceptances have not been received in any preceding offer as described in the Circular;

AND THAT authority be and is hereby given to the Company, through YPL to invoke a compulsory acquisition to compulsorily acquire, in accordance with the Norwegian Public Limited Liability Companies Act 1997, the remaining FOP Shares if and when YPL (together with any close associates, if applicable) acquire nine tenth (9/10) or more of the issued voting shares of FOP and to do all acts required to de-list the FOP Shares from the OSE, subject to relevant requirement under the Norwegian laws, regulation and rules, including the rules of the OSE;

AND THAT authority be and hereby given to the Company, YPL and/or its nominee companies to acquire the FOP Shares via the open market and/or any other mode as the Board of Directors of the Company ("Board") deems appropriate in order to facilitate the Proposed Acquisition, at not more than NOK9.40 per FOP Share;

AND THAT the Board be and is hereby authorised to do all such acts and things and enter into any arrangements, guarantees and/or documents as the Board deems necessary and expedient in order to implement, finalise and/or give full effect to and complete the Proposed Acquisition; and where applicable with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem necessary or expedient to implement, finalise and/or give full effect to and complete the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE AND ALLOTMENT OF 37,809,000 NEW ORDINARY SHARES OF RM1.00 EACH IN YHB ("YHB SHARE(S)") ("NEW ISSUE SHARE(S)") AT AN ISSUE PRICE OF RM2.82 PER NEW ISSUE SHARE TO KENCANA CAPITAL SDN BHD ("KCSB") TO BE SATISFIED IN CASH ("PROPOSED SHARE ISSUANCE")

"THAT subject to the approval of the relevant authorities/parties, authority be and is hereby given to the Company to issue and allot 37,809,000 YHB Shares at an issue price of RM2.82 per New Issue Share to KCSB upon the terms and conditions of the share issuance amended restated agreement dated 7 June 2013 entered into between YHB and KCSB of which the salient terms are set out in the Circular;

AND THAT the New Issue Shares shall be credited as fully paid-up and upon allotment and issue, rank pari passu in all respects with the YHB Shares except that they shall not be entitled to any dividends, rights, bonuses, issues or other allotment or distribution which relevant book closing date is on or before the date of allotment and issue of the New Issue Shares;

AND THAT the Board be and is hereby authorised to do all such acts and things and enter into any arrangements, guarantees and/or documents as the Board deems necessary and expedient in order to implement, finalise and/or give full effect to and complete the Proposed Share Issuance; and where applicable with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem necessary or expedient to implement, finalise and/or give full effect to and complete the Proposed Share Issuance."

ORDINARY RESOLUTION 3

PROPOSED PROVISION OF FINANCIAL ASSISTANCE TO AN ASSOCIATED COMPANY OF YHB ("PROPOSED PROVISION OF FINANCIAL ASSISTANCE")

"THAT in relation to the USD300 million facility agreement dated 28 December 2012 entered into by, amongst others, (1) PTSC Asia Pacific Pte. Ltd. ("PTSC AP"), as borrower, (2) Petrovietnam Technical Services Corporation ("PTSC") and the Company, as sponsors, (3) Oversea-Chinese Banking Corporation Limited ("OCBC"), as mandated lead arranger, lender, hedging bank, facility agent, security agent and account bank, and (4) United Overseas Bank Limited, as mandated lead arranger, lender and hedging bank ("Facility Agreement"), approval be and is hereby given for:-

- (i) the Company to provide financial assistance in the form of security and guarantee in connection with the Facility Agreement; and
- (ii) the Company to enter into, deliver, execute and perform the following documents and undertakings in connection with the Facility Agreement:-
 - (a) a joint and several shortfall undertaking contained in the Facility Agreement by the Company in connection with certain financial obligations of PTSC AP under the Facility Agreement (the "Shortfall Undertaking"); and
 - (b) a sponsor's security by the Company in favour of OCBC (as agent and trustee for the finance parties) creating a charge and assignment over:-
 - (aa) the Company's entire 49% equity interest in PTSC AP, including rights to such equity interest, and
 - (bb) all financial indebtedness owed by PTSC AP to the Company under any sponsor loan, including rights to such indebtedness,(the "Sponsor's Security"); and
- (iii) assignment by the Company in favour of OCBC (as agent and trustee for the finance parties), in respect of the Company's rights and interest in and to the insurances in relation to the floating production, storage and off-loading facility which the Company has or may obtain at any time in the future (the "Sponsor's Insurance Assignment").

(The Shortfall Undertaking, the Sponsor's Security and the Sponsor's Insurance Assignment are collectively known as the "Security Documents").

AND THAT the Board be and is hereby authorised to do all such acts, matters and things as may be contemplated or required under or in connection with any of the Security Documents and/or enter into any other arrangements, guarantees and/or documents as the Board deems necessary, desirable and/or expedient in order to perfect, implement, finalise and/or give full effect to and complete the Proposed Provision of Financial Assistance (including pursuant to any requirement of any relevant regulatory authority)."

By Order of the Board
YINSON HOLDINGS BERHAD

TAN SOO LEONG (MACS 01516)
Company Secretary

Johor Bahru
13 August 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 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.
7. Depositors who appear in the Record of Depositors as at 22 August 2013 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.