



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 Orchid 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 Tuesday, 29 April 2014 at 12.00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW ORDINARY SHARES OF RM1.00 EACH IN YHB ("YHB SHARES") TO RAISE GROSS PROCEEDS OF UP TO RM600 MILLION ("PROPOSED RIGHTS ISSUE")

"THAT subject to the approvals of all relevant regulatory authorities being obtained (if required), the Board of Directors of YHB ("Board") be and is hereby authorised to provisionally allot by way of a renounceable rights issue of such number of new YHB Shares to raise maximum gross proceeds of up to RM600 million at an issue price and entitlement basis to be determined and announced by the Board, to the shareholders of YHB whose names appear in the Record of Depositors of YHB at 5.00 p.m. on an entitlement date to be determined by the Board, and that the Rights Shares shall, upon allotment and issue, rank *pari passu* in all respect with the then existing YHB Shares, save and except that the Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the Rights Shares;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever shall first be made available for excess applications in such a manner as the Board shall determine at its absolute discretion;

THAT the Rights Shares shall be listed on the Main Market of Bursa Malaysia Securities Berhad;

THAT the proceeds of the Proposed Rights Issue be utilised for the purposes as set out in the Circular to Shareholders of YHB dated 11 April 2014, and the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required.

THAT the Board be and is hereby authorised to set-off of the advances referred to in the Circular, including (without limitation) the matters referred to in Section 2.3 of the Circular, including the advances consisting the following:-

(a) The advances made by Lim Han Weng ("LHW") and parties related to him to YHB and its subsidiaries ("YHB Group") to meet the YHB Group's funding requirements amounting to approximately RM92 million as at 31 March 2014 of which up to the entire amount will be assumed by the Company as referred to in the Circular; and

(b) Up to any further advances that may be made by LHW and parties related to him to the Group, up to the closing date for acceptance of the Proposed Rights Issue;

AND THAT the Board be and is hereby authorised to:-

(a) deal with any fractional entitlements that may arise from the Proposed Rights Issue in such manner and on such terms and conditions as the Board in its absolute discretion deems fit or expedient or in the best interest of the Company;

(b) enter into any underwriting agreement(s) for the underwriting of any part of the unsubscribed Rights Shares and all other documents, agreements and/or arrangements in connection with the underwriting of the Rights Shares with such parties and upon such terms and conditions as the Board may deem fit; and

(c) do all acts, deeds, and things and execute, sign, deliver and cause to be delivered on behalf of YHB all such transactions, arrangements, agreements and/or documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Rights Issue with full powers to assent to any condition, modification, variation and/or amendment to the terms of the Proposed Rights Issue as the Board may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue."

ORDINARY RESOLUTION 2

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF YHB FROM RM500,000,000 COMPRISING 500,000,000 YHB SHARES TO RM1,000,000,000 COMPRISING 1,000,000,000 YHB SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to the passing of Ordinary Resolution 1 as well as approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to increase the authorised share capital of the Company from RM500,000,000 comprising 500,000,000 new YHB Shares to RM1,000,000,000 comprising 1,000,000,000 YHB Shares by the creation of 500,000,000 YHB Shares **AND THAT** in consequence thereof, Clause 5 of the Memorandum of Association of the Company be and is hereby amended accordingly to reflect the changes;

AND THAT the Directors be and are hereby authorised to take all such steps, execute such documents and enter into all such transactions, arrangements, agreements as it may be necessary or expedient to give effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may deem fit, necessary and/or expedient in the interests of the Company or as may be imposed by any relevant regulatory authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments."

ORDINARY RESOLUTION 3

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) YHB SHARE BY ENTITLED SHAREHOLDERS OF YHB UPON COMPLETION OF THE PROPOSED RIGHTS ISSUE INTO TWO (2) ORDINARY SHARES OF RM0.50 EACH IN YHB ("SUBDIVIDED SHARES") ("PROPOSED SHARE SPLIT")

"THAT, subject to the passing of Ordinary Resolution 1 as well as approvals of all relevant authorities and/or parties (if required) being obtained, approval be and is hereby given to the Board to subdivide each of the existing ordinary shares of RM1.00 each of the Company, held by registered shareholders of YHB whose names appear in the Record of Depositors as at the close of business on a date to be determined by the Board and announced later ("**Entitlement Date**"), into two (2) fully paid-up ordinary shares of RM0.50 each ("**Subdivided Shares**") **AND THAT** in consequence thereof, Clause 5 of the Memorandum of Association of the Company be and is hereby amended accordingly to reflect the changes;

THAT the Subdivided Shares shall, upon allotment and issue, rank *pari passu* in all respects with each other;

AND THAT the Board be and is hereby authorised to give effect to the Proposed Share Split with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts as it may consider necessary or expedient in the best interest of the Company to give effect to the Proposed Share Split."

By Order of the Board
YINSON HOLDINGS BERHAD

TAN SOO LEONG (MACS 01516)
Company Secretary

Johor Bahru
11 April 2014

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 23 April 2014 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.