

**YINSON HOLDINGS BERHAD**

(Company No: 259147-A)

(Incorporated in Malaysia under the Companies Act, 1965)

**Notice Of Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the TWENTY-SECOND ANNUAL GENERAL MEETING of YINSON HOLDINGS BERHAD will be held at Level 6, Orchard Room, 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 Thursday, 23 July 2015 at 12.00 noon to transact the following purposes:

**AGENDA****AS ORDINARY BUSINESS**

- |    |   |  |
|----|---|--|
| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 January 2015 and the Reports of the Directors and Auditors thereon.  | Please refer to explanatory note below                       |
| 2. | To approve the Final Single Tier Dividend of 1.5 sen per share for the financial year ended 31 January 2015.  | Resolution 1   |
| 3. | To approve the payment of Directors' Fees of RM430,000.00 for the financial year ended 31 January 2015.   | Resolution 2   |
| 4. | To re-elect the following Directors who retire in accordance with Article 107 of the Company's Articles of Association and being eligible have offered themselves for re-election:<br>(i) Mr Lim Han Joeh<br>(ii) Mr Kam Chai Hong<br>(iii) Mdm Bah Kim Lian<br>(iv) Dato' Adi Azmari Bin B.K. Koya Moideen Kutty | Resolution 3<br>Resolution 4<br>Resolution 5<br>Resolution 6 |
| 5. | To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.  | Resolution 7   |
| 6. | To transact any other business of which due notice shall be given.  |  |

**AS SPECIAL BUSINESS**

To consider, and if thought fit, to pass the following Resolutions with or without modifications:-

- |   |  |               |
|---|--|---------------|
| 7.  | <b>Ordinary Resolution</b><br><b>Retention of Dato' Adi Azmari Bin B.K. Koya Moideen Kutty as Independent Non-Executive Director in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012</b>  | Resolution 8  |
| "THAT authority be and is hereby given to Dato' 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 since 30 January 1996, to continue to act as an Independent Non-Executive Director of the Company."   |  |               |
| 8.  | <b>Ordinary Resolution</b><br><b>Retention of Mr Kam Chai Hong as Independent Non-Executive Director in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012</b>  | Resolution 9  |
| "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 since 30 January 1996, to continue to act as an Independent Non-Executive Director of the Company."   |  |               |
| 9.  | <b>Ordinary Resolution</b><br><b>Retention of Tuan Haji Hassan bin Ibrahim as Independent Non-Executive Director in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012</b>  | Resolution 10 |
| "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 since 21 June 2001, to continue to act as an Independent Non-Executive Director of the Company."  |  |               |
| 10.   | <b>Ordinary Resolution</b><br><b>Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965 ("the Act")</b>   | Resolution 11 |
| "THAT subject always to the Act, the Articles of Association of the Company and the approvals of the regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to issue Shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate nominal value of shares to be issued during the preceding 12 months does not exceed 10% of the nominal value of the issued capital (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."  |  |               |
| 11.   | <b>Ordinary Resolution</b><br><b>Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT") and Proposed New Shareholders' Mandate for Additional RRPT as set out under Section 3.2 of the Circular to shareholders dated 30 June 2015 ("Circular")</b> | Resolution 12 |
| "THAT subject to the Companies Act 1965 ("the Act"), the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, it is hereby mandated that approval be given to the Company and its subsidiary companies to enter into recurrent transactions of a revenue or trading nature with related parties which are necessary for the day to day operations and not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company as set out in Section 3.2 of the Circular and that authority be conferred by this resolution shall commence immediately upon the passing of this resolution;<br>THAT the authority conferred by such mandate shall continue to be in force until:<br>(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;<br>(b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 143(1) of the Act (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or<br>(c) revoked or varied by resolution passed by the shareholders in a general meeting,<br>whichever is earlier;<br>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 to give effect to such mandate." |  |               |

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN** that subject to the approval of shareholders at the Twenty-Second Annual General Meeting of the Company to be held on Thursday, 23 July 2015, the Final Single Tier Dividend of 1.5 sen per share in respect of the financial year ended 31 January 2015 will be paid on 15 September 2015 to the shareholders of the Company whose names appear in the Record of Depositors on 18 August 2015. The entitlement date for the dividend payment is on 18 August 2015.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 18 August 2015 in respect of ordinary transfer; and
- 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**  
**YINSON HOLDINGS BERHAD**

**WONG WAI FOONG** (MAICSA 7001358)  
**NG BEE LIAN** (MAICSA 7041392)  
**TAN HSIAO YUEN** (MAICSA 7056952)  
Company Secretaries

Kuala Lumpur  
30 June 2015

**Notes :-**

- 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.
- 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.
- 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- 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 for holding the meeting or any adjournment thereof.
- Depositors who appear in the Record of Depositors as at 16 July 2015 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 behalf.

**EXPLANATORY NOTE ON ITEM 1**

This agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item is not put forward to the shareholders for voting.

**EXPLANATORY NOTES ON SPECIAL BUSINESSES:**

- Ordinary Resolution 8**  
**Retention of Dato' Adi Azmari Bin B.K. Koya Moideen Kutty as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance 2012**  
The Nomination and Remuneration Committee has assessed the independence of Dato' 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.
- Ordinary Resolution 9**  
**Retention of Mr Kam Chai Hong as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance 2012**  
The Nomination and Remuneration 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) he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities and 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 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.
- Ordinary Resolution 10**  
**Retention of Tuan Haji Hassan bin Ibrahim as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance 2012**  
The Nomination and Remuneration 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) he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities and 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.
- Ordinary Resolution 11**  
**Authority to Issue Shares Pursuant to Section 132D of the Act**  
The proposed Ordinary Resolution No. 11 is a renewal of the general mandate in relation to authority to issue shares ("General Mandate") and if passed by the shareholders at the forthcoming Annual General Meeting, will provide flexibility to the Company to issue new securities without the need to convene a separate general meeting to obtain its shareholders' approval so as to avoid any delay and cost involved in convening a general meeting. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting of the Company. The Directors would utilise the proceeds raised from this mandate for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or issuance of shares as settlement of purchase consideration. As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Twenty-First Annual General Meeting. The Company did not issue any shares pursuant to the mandate granted because there were no investment(s), acquisition(s) or working capital that required fund raising activity.
- Ordinary Resolution 12**  
**Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT") and Proposed New Shareholders' Mandate for Additional RRPT**  
For further information on Proposed Ordinary Resolution 12, please refer to Circular to Shareholders dated 30 June 2015 accompanying the Company's 2015 Annual Report.