



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 Level 6, Orchid 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 12.30 p.m., or immediately following the conclusion of the 22nd Annual General Meeting, which will be held at the same venue and on the same day at 12.00 noon, whichever is the earlier, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without any modification, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE SCHEME OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME ("PROPOSED ESS")

THAT subject to the approvals of all relevant regulatory authorities being obtained, approval and authority be and is hereby given to the Board of Directors of the Company ("Board") to:-

- (i) to establish an employees' share scheme for the benefit of the eligible Directors and employees of the Company and its subsidiaries (excluding subsidiaries which are dormant) ("YHB Group") who fulfill certain specified conditions of eligibility for participation in the Proposed ESS ("Eligible Persons") and to implement and administer the same in accordance with the By-Laws of the Proposed ESS which draft is as set out in Appendix I of the Circular to shareholders of YHB dated 30 June 2015 ("By-Laws");
- (ii) to appoint a trustee to facilitate the implementation and administration of the Proposed ESS and authorise the trustee to, among others, subscribe for, transfer and/or sell the YHB Shares for the purpose of the implementation and administration of the Proposed ESS and to do all such acts and things and enter into any transaction, agreement, deed, document or arrangement and make rules, regulations or impose terms and conditions or delegate part of its powers as may be necessary or expedient to the administration of the trust as the ESS Committee may in its discretion direct for the implementation and administration of the Proposed ESS;
- (iii) to authorise and/or procure any one or more of the subsidiaries of the Company to provide, to the extent permitted by laws, assistance (financial or otherwise) from time to time if required to enable the trustee to subscribe for and/or acquire new or existing ordinary shares in the Company;
- (iv) to allot and issue and/or procure the transfer of such number of new or existing ordinary shares of RM0.50 each in the Company (as adjusted or modified from time to time pursuant to the By-Laws) ("Scheme Share(s)") from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of Scheme Shares to be allotted and issued and/or transferred shall not exceed ten percent (10%) in aggregate of the total issued and paid-up ordinary share capital of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESS;
- (v) to make the necessary application to Bursa Malaysia Securities Berhad ("Bursa Securities") for permission to deal in and for the listing of new Scheme Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and
- (vi) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws and to assent to any conditions, variations, modifications and/or amendments as may be imposed by and/or agreed with the relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed ESS with full power to modify and/or amend the By-Laws and/or the trust deed from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws and/or trust deed relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESS.

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF AWARDS TO MR LIM HAN WENG

THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allocate awards comprising Scheme Shares or options to subscribe for Scheme Shares (or a combination of both) from time to time during the duration of the Proposed ESS to Mr Lim Han Weng, the Group Executive Chairman of the Company, provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to him if he, either singly or collectively through persons connected to him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF AWARDS TO MR LIM HAN JOEH

THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allocate awards comprising Scheme Shares or options to subscribe for Scheme Shares (or a combination of both) from time to time during the duration of the Proposed ESS to Mr Lim Han Joeh, the Executive Director of the Company, provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to him if he, either singly or collectively through persons connected to him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF AWARDS TO MADAM BAH KIM LIAN

THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allocate awards comprising Scheme Shares or options to subscribe for Scheme Shares (or a combination of both) from time to time during the duration of the Proposed ESS to Madam Bah Kim Lian, the Executive Director of the Company, provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to her if she, either singly or collectively through persons connected to her, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF AWARDS TO MR BAH KOON CHYE

THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allocate awards comprising Scheme Shares or options to subscribe for Scheme Shares (or a combination of both) from time to time during the duration of the Proposed ESS to Mr Bah Koon Chye, the Executive Director of the Company, provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to him if he, either singly or collectively through persons connected to him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF AWARDS TO MR LIM CHERN YUAN

THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allocate awards comprising Scheme Shares or options to subscribe for Scheme Shares (or a combination of both) from time to time during the duration of the Proposed ESS to Mr Lim Chern Yuan, the Executive Director and Group Chief Executive Officer of the Company, provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to him if he, either singly or collectively through persons connected to him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF AWARDS TO DATO' ADI AZMARI BIN B. K. KOYA MOIDEEN KUTTY

THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allocate awards comprising Scheme Shares or options to subscribe for Scheme Shares (or a combination of both) from time to time during the duration of the Proposed ESS to Dato' Adi Azmari Bin B. K. Koya Moideen Kutty, the Independent Non-Executive Director of the Company, provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to him if he, either singly or collectively through persons connected to him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF AWARDS TO MR KAM CHAI HONG

THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allocate awards comprising Scheme Shares or options to subscribe for Scheme Shares (or a combination of both) from time to time during the duration of the Proposed ESS to Mr Kam Chai Hong, the Independent Non-Executive Director of the Company, provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to him if he, either singly or collectively through persons connected to him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF AWARDS TO TUAN HAJI HASSAN BIN IBRAHIM

THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allocate awards comprising Scheme Shares or options to subscribe for Scheme Shares (or a combination of both) from time to time during the duration of the Proposed ESS to Tuan Haji Hassan Bin Ibrahim, the Independent Non-Executive Director of the Company, provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to him if he, either singly or collectively through persons connected to him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF AWARDS TO MR LIM CHERN WOOL

THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allocate awards comprising Scheme Shares or options to subscribe for Scheme Shares (or a combination of both) from time to time during the duration of the Proposed ESS to Mr Lim Chern Wool, the Chief Executive Officer of the Offshore Support Vessels division of the Company and a person connected to Mr Lim Han Weng, Madam Bah Kim Lian and Mr Lim Chern Yuan, being the Directors of the Company, provided that not more than ten percent (10%) of the Scheme Shares available under the Proposed ESS shall be allocated to him if he, either singly or collectively through persons connected to him, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

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:

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 if 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 16 July 2015 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.