



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 “**Company**”) will be held at Hibiscus 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 Friday, 29 January 2016 at 11.00 a.m., 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 DIVESTMENT BY YHB OF ITS NON-OIL AND GAS SUBSIDIARIES TO LIANNEX LABUAN LIMITED (“PROPOSED DIVESTMENT”)

“THAT subject to the approvals of all relevant authorities or parties and the fulfillment of the terms and conditions of the Share Sale Agreement dated 28 September 2015 (“**SSA**”) entered into between YHB and Liannex Labuan Limited (“**Liannex Labuan**”), a wholly-owned subsidiary of Liannex Corporation (S) Pte Ltd of which the salient terms are set out in Part A of the circular dated 14 January 2016 (“**Circular**”), authority be and is hereby given to the Company to dispose of its entire equity interest in its wholly-owned subsidiaries, Yinson Corporation Sdn Bhd, Yinson Transport (M) Sdn Bhd, Yinson Shipping Sdn Bhd, Yinson Power Marine Sdn Bhd, Yinson Overseas Limited (*formerly known as Yinson Dadang Limited*) inclusive of its equity interest in Yinson Port Ventures Pte Ltd which in turn owns forty percent (40%) equity interest in PTSC Phu My Port Joint Stock Company and its proposed equity interest in Yinson Vietnam Company Limited which in turn owns fifty one percent (51%) equity interest in Yen Son Diversified Company Limited (collectively, the “**Disposal Companies**”) to Liannex Labuan for a cash consideration of RM168.0 million, subject to adjustments where applicable, as set out in Section 2.3.3 of Part A of the Circular; together with the repayment of inter-company loans owing by the Disposal Companies to YHB as at completion of the Proposed Divestment as per terms and conditions set out in the SSA.

AND THAT the Board of Directors of YHB (“**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 Divestment; 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 Divestment.”

ORDINARY RESOLUTION 2

PROPOSED SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (“PROPOSED SHARE BUY-BACK”)

“THAT subject to provisions of the Companies Act, 1965 (“**the Act**”), Part IIIA of the Companies Regulations 1966, the Articles of Association of the Company, Chapter 12 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and any prevailing laws, orders, requirements, rules and regulations, guidelines issued by the relevant authorities at the time of purchase, the Company be and is hereby authorised to allocate an amount not exceeding the total retained profits and/or share premium account of the Company based on the latest audited financial statements and/or the latest unaudited financial statements of the Company (where applicable) for the purpose of purchasing such amount of ordinary shares of RM0.50 each in the Company (“**Shares**”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit in the interest of the Company provided that the aggregate number of Shares purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at the time of purchase;

THAT the Directors of the Company be and are hereby authorised to decide in their absolute discretion to deal with any Shares purchased by the Company pursuant to the Proposed Share Buy-Back, whereby the Shares purchased may be dealt with in the following manner:

- (i) cancelled;
- (ii) retained as treasury shares for distribution as dividend and/or resold on Bursa Securities and/or cancelled subsequently;
- (iii) partly retained and partly cancelled; or

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby empowered immediately upon the passing of this resolution, which shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following the general meeting at which the ordinary resolution for the Proposed Share Buy-Back is passed, at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held;
- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting; or

whichever occur first but not so as to prejudice the completion of purchase(s) of the Shares by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the best interest of the Company and to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities.”

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

14 January 2016

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 21 January 2016 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.