



YINSON HOLDINGS BERHAD
(Company No.: 259147-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY-FIFTH ANNUAL GENERAL MEETING OF YINSON HOLDINGS BERHAD will be held at Dillenia Room, Ground Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, on Thursday, 12 July 2018 at 10.00 a.m. to transact the following purposes:

AGENDA

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 January 2018 together with the Reports of the Directors and Auditors thereon. | Please refer to Note 1 of the Explanatory Notes |
| 2. To approve the payment of a Final Single Tier Dividend of 2 sen per ordinary share in respect of the financial year ended 31 January 2018. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors' fees of RM1,040,000.00 for the financial year ended 31 January 2018. | Ordinary Resolution 2 |
| 4. To approve the payment of Directors' benefits of up to RM321,000.00 for the period from 1 June 2018 until the next Annual General Meeting of the Company to be held in 2019. | Ordinary Resolution 3 |
| 5. To re-elect the following Directors who are retiring by rotation in accordance with Article 107 of the Constitution of the Company and being eligible, have offered themselves for re-election:
(i) Madam Bah Kim Lian
(ii) Mr Lim Han Joeh | Ordinary Resolution 4
Ordinary Resolution 5 |
| 6. To re-appoint PricewaterhouseCoopers PLT (formally known as PricewaterhouseCoopers) as Auditors of the Company for the financial year ending 31 January 2019 and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |
| 7. 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:

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| 8. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT")
"THAT subject always to the Act, the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company at any time and upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors of the Company may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued during the preceding 12 months does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given, or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by a resolution of the Company at a general meeting." | Ordinary Resolution 7 |
| 9. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")
"THAT subject to Section 127 of the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:
(i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company as at any point of purchase; and
(ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase.

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:
(i) to cancel all the shares so purchased; and/or
(ii) to retain the shares so purchased as treasury shares for distribution as dividends to the shareholders and/or resell the treasury shares on the stock market of Bursa Securities in accordance with the relevant rules of Bursa Securities; and/or
(iii) to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares so purchased; or
in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements of Bursa Securities and any other relevant authority for the time being in force.
THAT such authority conferred by this resolution shall commence upon the passing of this Ordinary Resolution and shall continue to be in force until:
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
(b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
(c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,
whichever is earlier; | Ordinary Resolution 8 |
| 10. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY
"THAT approval be and is hereby given to amend the existing Memorandum and Articles of Association of the Company in its entirety by replacing it with a new Constitution as set out in Appendix A to the Statement to Shareholders dated 31 May 2018 which shall take effect from the date of passing of this resolution AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing." | Special Resolution 1 |

AND THAT the Directors of the Company be authorised to give effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any modifications and/or amendments as may be required by the relevant authorities."

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of shareholders at the Twenty-Fifth Annual General Meeting of the Company to be held on Thursday, 12 July 2018, a Final Single Tier Dividend of 2 sen per ordinary share in respect of the financial year ended 31 January 2018 will be paid on 27 August 2018 to the shareholders of the Company whose names appear in the Record of Depositors on 2 August 2018. The entitlement date for the dividend payment is on 2 August 2018.

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 2 August 2018 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)
TAN BEE HWEE (MAICSA 7021024)**
Company Secretaries

Kuala Lumpur
31 May 2018

Notes:

- A member entitled to attend and vote at the meeting is entitled to appoint one (1) or more proxies to attend and vote in his stead. A proxy may, but need not, be a member of the Company.
- 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) or more 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 signed by 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 notarially or certified copy of that power or authority shall be deposited at the Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, 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 5 July 2018 shall be regarded as member of the Company entitled to attend the Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.

EXPLANATORY NOTES ON ORDINARY BUSINESSES:

- ITEM 1 OF THE AGENDA – RECEIPT OF REPORT AND AUDITED FINANCIAL STATEMENTS**
The Audited Financial Statements together with the reports of the Directors and Auditors in Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act, does not require a formal approval of shareholders. Hence, this item on the Agenda is not put forward for voting.
- ORDINARY RESOLUTION 2 – DIRECTORS' FEES**
The Nominating and Remuneration Committee has reviewed the Directors' fees after taking into consideration the market trends for similar positions, time commitment and responsibilities of the respective Director. Payment of the Directors' fees for the financial year ended 31 January 2018 amounting to RM1,040,000 will be made by the Company if the proposed Ordinary Resolution 2 is passed in the forthcoming Annual General Meeting.
- ORDINARY RESOLUTION 3 – BENEFITS OF DIRECTORS**
Payment of the benefits of the Directors will be made by the Company and its subsidiaries as and when incurred if the proposed Ordinary Resolution 3 is passed. The Board is of the view that it is just and equitable for the Directors to be paid their benefits as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and/or its subsidiaries throughout the relevant period. The benefits of Directors comprising meeting allowances as set out below:

Description	Allowance
Board Meeting	RM2,000.00 per meeting
Board Committee Meeting	RM1,000.00 per meeting
General Meeting	RM2,000.00 per meeting

- ORDINARY RESOLUTION 6 – RE-APPOINTMENT OF AUDITORS**
The Board, with Audit Committee's recommendation, at its meeting held on 3 May 2018 endorsed for the re-appointment of PricewaterhouseCoopers PLT as External Auditors of the Company for the financial year ending 31 January 2019 be presented to the shareholders for approval.
PricewaterhouseCoopers had converted its legal entity status from a conventional partnership pursuant to Partnership Act 1961 to a limited liability partnership pursuant to Section 29 of the Limited Liability Partnerships Act, 2012 ("LLP Act 2012") effective 2 January 2018. Accordingly, PricewaterhouseCoopers had been registered in the name of PricewaterhouseCoopers P.L.T. In this instance, P.L.T means "Perkongsian Liabiliti Terhad". There was no change to the Partners serving the Company.
In any event, pursuant to Section 36 of the LLP Act 2012, any agreements/engagements already made between the Company and its Group and PricewaterhouseCoopers will continue to be in force as if PricewaterhouseCoopers P.L.T were a party to the agreements. Accordingly, all engagement letters signed with PricewaterhouseCoopers continue to be in force until the aforesaid engagement letters are superseded.

EXPLANATORY NOTES ON SPECIAL BUSINESSES:

- ORDINARY RESOLUTION 7 – AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE ACT**
The proposed Ordinary Resolution 7 is for the purpose of seeking a renewal for the general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, from the date of the above meeting, to allot not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company. This authority will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding current and/or future investment project(s), working capital, repayment of bank borrowings, acquisition(s) and/or for issuance of shares as settlement of purchase consideration and to avoid incurring additional cost and time in convening general meetings to approve such issue of shares.
As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the Twenty-Fourth Annual General Meeting.
- ORDINARY RESOLUTION 8 – PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**
The proposed Ordinary Resolution 8, if passed, will give the Directors of the Company the authority to purchase the Company's own shares up to an amount not exceeding in total ten percent (10%) of the total number of issued shares of the Company at any point in time upon such terms and conditions as the Directors may deem fit in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
Please refer to Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Authority dated 31 May 2018 accompanying 2018 Annual Report of the Company for further information on the Proposed Renewal of Share Buy-Back Authority.
- SPECIAL RESOLUTION 1 – PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**
The proposed adoption of new Constitution of the Company is made mainly for the following purposes:
(a) To be in line with the amendments to Main Market Listing Requirements of Bursa Malaysia Securities Berhad issued on 29 November 2017; and
(b) To provide clarity and consistency with the enforcement of the Act effective 31 January 2017.
The proposed Special Resolution is required to be passed by a majority of not less than seventy-five percent (75%) of such members who are entitled to vote and do vote in person or by proxy at the Twenty-Fifth Annual General Meeting.