



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the TWENTY-SIXTH ANNUAL GENERAL MEETING OF YINSON HOLDINGS BERHAD will be held at **Pullman Ballroom 2, Level 2, Pullman Kuala Lumpur Bangsar, No. 1, Jalan Pantai Jaya, Tower 3, 59200 Kuala Lumpur on Thursday, 11 July 2019 at 10.30 a.m.** or any adjournment thereof, 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 2019 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 2019. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors' fees of RM1,437,890.42 for the financial year ended 31 January 2019. | Ordinary Resolution 2 |
| 4. To approve the payment of Directors' benefits of up to RM300,000.00 for the period from 12 July 2019 until the next Annual General Meeting of the Company to be held in 2020. | Ordinary Resolution 3 |
| 5. To re-elect the following Directors who are retiring by rotation in accordance with Clause 96 of the Constitution of the Company and being eligible, have offered themselves for re-election: | |
| (i) Mr Lim Han Weng | Ordinary Resolution 4 |
| (ii) Dato' Mohamad Nasir bin Ab. Latif | Ordinary Resolution 5 |
| 6. To re-elect Datuk Abdullah bin Karim, who is retiring in accordance with Clause 101 of the Constitution of the Company and being eligible, has offered himself for re-election. | Ordinary Resolution 6 |
| 7. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 January 2020 and to authorise the Directors to fix their remuneration. | Ordinary Resolution 7 |
| 8. 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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| 9. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 | Ordinary Resolution 8 |
| "THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and 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 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 revoked or varied by a resolution of the Company at a general meeting." | |
| 10. 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") | Ordinary Resolution 9 |
| "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 authorities, 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:

- to cancel all the shares so purchased; and/or
 - 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
 - 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 authorities 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:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such resolution was passed; or 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
 - the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,
- whichever occurs first;

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-Sixth Annual General Meeting of the Company to be held on Thursday, 11 July 2019, a Final Single Tier Dividend of 2 sen per ordinary share in respect of the financial year ended 31 January 2019 will be paid on 28 August 2019 to the shareholders of the Company whose names appear in the Record of Depositors on 8 August 2019. The entitlement date for the dividend payment is on 8 August 2019.

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

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 8 August 2019 in respect of ordinary transfer; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD
YINSON HOLDINGS BERHAD**

WONG WAI FOONG (MAICSA 7001358)
TAN BEE HWEE (MAICSA 7021024)
LEE POH YEAN (MAICSA 7015043)
Company Secretaries

Kuala Lumpur
31 May 2019

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) 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 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 Damaniela, 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.
- Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in this notice will be put to vote on a poll.
- Depositors who appear in the Record of Depositors as at 4 July 2019 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/her behalf.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

- 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 & 3 - DIRECTORS' FEES AND BENEFITS**
In January 2018, the Nominating and Remuneration Committee ("NRC") had reviewed the fees and benefits of the Board and Board Committees taking into consideration the market trends for similar positions, time commitment and responsibilities of the respective Directors. The NRC has recommended for revision of Directors' fees and benefits to be at par with the current market rate of the same business sector across regions and to commensurate with the Directors' commitment, experiences and expertise for discharging their duties.
Having considered the magnitude of the Group's on-going FP50 projects bidding and venturing into new business platforms, the Board approved the following revision of Directors' fees and benefits with effect from 1 February 2018. The structure of revised Directors' fees and benefits are as follows:

Type of Fees	RM
Board of Directors fees	
Non-Executive Director/Independent Director	200,000/annum
Executive Director	50,000/annum
Chairman of the Board	60,000/annum
Audit Committee/Board Risk Management Committee fees	
Committee Chairman fees	30,000/annum
Committee Member fees	20,000/annum
Other Board Committees	
Committee Chairman fees	20,000/annum
Committee Member fees	10,000/annum

Type of Benefits	RM
Meeting Attendance Allowance	
Board Meeting and General Meeting Allowances	2,000/meeting
Board Committees Allowances	
	1,000/meeting

The details of the Directors' fees and benefits for the financial year ended 31 January 2019 are set out in the Corporate Governance Overview Statement as contained on pages 85 and 86 of the 2019 Annual Report.

Payment of the Directors' fees for the financial year ended 31 January 2019 amounting to RM1,437,890.42 will be made by the Company if the proposed Ordinary Resolution 2 is passed at the forthcoming Annual General Meeting.

Payment of the Directors' benefits will be made by the Company as and when incurred if the proposed Ordinary Resolution 3 is passed.

3. ORDINARY RESOLUTION 7 - RE-APPOINTMENT OF AUDITORS

The Board, with Audit Committee's recommendation, at its meeting held on 6 May 2019 endorsed for the re-appointment of PricewaterhouseCoopers PLT as External Auditors of the Company for the financial year ending 31 January 2020 to be presented to the shareholders for approval.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

4. ORDINARY RESOLUTION 8 - AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE ACT

The proposed Ordinary Resolution 8 is a renewal of the previous year's general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. The Ordinary Resolution, if passed, will empower the Directors of the Company, from the date of the Twenty-Sixth Annual General Meeting, to issue and allot new ordinary shares of the Company of up to ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority, unless earlier revoked or varied by the Company at a General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

The authority to issue shares pursuant to Sections 75 and 76 of the Act will provide flexibility and expediency to the Company for any possible fund raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or for working capital requirements, which the Directors of the Company consider to be in the best interest of the Company. The approval is sought to avoid any delay and cost in convening a general meeting to approve such issuance of shares.

As at the date of this Notice, the Company did not issue any new shares pursuant to the general mandate granted to the Directors at the Twenty-Fifth Annual General Meeting of the Company held on 12 July 2018 and the mandate will lapse at the conclusion of the Twenty-Sixth Annual General Meeting. A renewal of this authority is being sought at the Twenty-Sixth Annual General Meeting.

5. ORDINARY RESOLUTION 9 - PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The proposed Ordinary Resolution 9, if passed will empower the Company to purchase its own ordinary shares up to ten per cent (10%) of the total number of issued shares of the Company.

Please refer to the Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Authority dated 31 May 2019 accompanying Annual Report 2019 of the Company for further information on the Proposed Renewal of Share Buy-Back Authority.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING
(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

No Director is standing for election at the forthcoming Twenty-Sixth Annual General Meeting.