

NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 34th Annual General Meeting of BORNEO OIL BERHAD (Co. No. 121919-H) will be held at 2nd Floor, Victoria Point, Jalan OKK Awang Besar, 87007, W.P. Labuan, on Wednesday, 12 December 2018, at 8.00 am for the following purposes :-

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the period ended 30 June 2018 and the Directors' and Auditors' reports thereon.
Please refer to Explanatory Note 4 (i)
2. To re-elect the following Directors who retire by rotation in accordance with Company's Constitution (Article 91 & 92 of the Company's Articles of Association) and being eligible, offer themselves for re-election:
Please refer to Explanatory Note 4 (ii)
 - (i) Mr. Tan Kok Chor **(Resolution 1)**
 - (ii) Mr. Teo Kiew Leong **(Resolution 2)**
3. To approve the payment of Directors' fees and benefits amounting to RM204,000 to Non-Executive Directors for the period ended 30 June 2018.
Please refer to Explanatory Note 4 (iii) **(Resolution 3)**
4. To approve the Directors' fees and benefits of up to RM205,000 payable to Non-Executive Directors from 1.7.2018 until the Next Annual General Meeting.
Please refer to Explanatory Note 4 (iii) **(Resolution 4)**
5. To re-appoint Messrs STYL Associates as the External Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Resolutions :

6. Ordinary Resolution
To approve the continuation in office of Mr. Tan Kok Chor as the Independent Non-Executive Director **(Resolution 6)**
"That subject to the passing of Resolution 2, Mr. Tan Kok Chor, whose tenure on the Board exceeds a cumulative term of more than nine (9) years be and is hereby retained as the Independent Non-Executive Director of the Company".
Please refer to Explanatory Note 5 (i).
7. Ordinary Resolution
To approve the continuation in office of Mr. Michael Moo Kai Wah as the Independent Non-Executive Director **(Resolution 7)**
"That Mr. Michael Moo Kai Wah, whose tenure on the Board exceeds a cumulative term of more than nine (9) years be and is hereby retained as the Independent Non-Executive Director of the Company".
Please refer to Explanatory Note 5 (i).
8. **Authority to Issue Shares pursuant to Section 75 and Section 76 of the Companies Act, 2016:** **(Resolution 8)**
"THAT subject always to the Companies Act 2016, Constitution of the Company and the approvals of the relevant government/Regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 and Section 76 of the Companies Act 2016 to further allot and issue ordinary shares in the Company from time to time upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares to be allotted and issued pursuant to this resolution does not exceed ten percent (10%) of the total issued share capital of the Company in any one financial year and that such authority shall remain in force until the conclusion of the next Annual General Meeting of the Company".
Please refer to Explanatory Note 5 (ii).
9. **Proposed Renewal of Authority to Buy Back its own shares by the Company** **(Resolution 9)**
"That authority be given to the Company to buy back an aggregate number of shares in the Company ("Authority to Buy Back Shares") as may be determined by the Directors from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company provided that at the time of purchase, the aggregate number of shares which may be purchased and/or held by the Company as treasury shares pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company and that the maximum funds to be allocated for the Authority to Buy Back Shares shall not exceed the latest audited retained earnings of the Company;
THAT the shares purchased by the Company pursuant to Authority to Buy Back Shares may be dealt with by the Directors in all or any of the following manner:
(a) distribute the shares as share dividends to the shareholders; or
(b) resell the shares or any of the shares on Bursa Malaysia Securities Berhad; or
(c) transfer the shares or any of the shares for the purpose of or under an Employees' Shares Options Scheme; or
(d) transfer the shares or any of the shares as purchase consideration; or
(e) cancel the shares or any of the shares; or
(f) sell, transfer or otherwise use the shares for such other purposes as allowed by the Companies Act 2016.
AND THAT the Directors of the Company be and are hereby empowered to do all such acts and things to give full effect to the Authority to Buy Back Shares with full powers to assist in any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities **AND THAT** such Authority shall commence upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company following the passing of this ordinary resolution or the expiry of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting) but not so as to prejudice the completion of a purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority."
Please refer to Explanatory Note 5 (iii).
10. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board

CHIN SIEW KIM (L.S. 000982)
CHIN CHEE KEE, J.P. (MIA 3040)
Company Secretaries

Labuan F.T.
Dated : 31 October 2018

NOTES :

1. Members Entitled To Attend

Only members whose names appear on the Register of Members or General Meeting Record of Depositors as at 5 December 2018 will be entitled to attend, speak and vote at the meeting.

2. Appointment of Proxy

- a. A member entitled to attend and vote at this 34th Annual General Meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote in his/her stead. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting.
- b. Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, ("SICDA") it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- c. Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. An exempt authorized nominee refers to an authorized nominee defined under SICDA which is exempted from compliance with the provisions of Subsection 25A(1) of SICDA.
- d. The Form of Proxy, in the case of an individual shall be signed by the appointor or his/her attorney and in the case of a corporation, shall be given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorized.
- e. Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy pursuant to Section 334(2) of the Companies Act 2016.
- f. The Form of Proxy must be deposited at the Registered Office of the Company at 1st & 2nd Floor, Victoria Point, Jalan OKK Awang Besar, 87007, W.P. Labuan not less than twenty-four (24) hours before the time set for holding the meeting which will be voted by poll pursuant to paragraph 8.29A(1) of Bursa Securities Main Market Listing Requirements or any adjournment thereof.
- g. By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this Annual General Meeting and any adjournment thereof.

3. Voting

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

4. Explanatory Notes On Ordinary Businesses

- i. Item 1 of the Agenda – Audited Financial Statements for the period ended 30 June 2018
The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval, hence will not be put for voting.
- ii. Resolution 1 & 2 : retirement of Directors
Pursuant to Article 91 and 92 of the Company's Constitution and paragraph 7.26(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Listing Requirements), at every annual general meeting, one-third (1/3) of the Directors of the Company for the time being shall retire from office once at least in every three (3) years and shall be eligible for re-election.
- iii. Resolution 3 : Directors' fees
Section 230(1) of the Companies Act 2016 which came into effect on 31 January 2017, provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 34th Annual General Meeting for the payment of fees payable to the Non-Executive Directors in the resolution as follows :
• Resolution 3 on payment of Directors' fees for Non-Executive Directors in respect of the period ended 30 June 2018.
Note : The Executive Directors are also receiving Directors remuneration amounting to RM426,484 for the financial period ended 30 June 2018.

5. Explanatory Notes on Special Business

- i. Continuation in office of Independent Non-Executive Directors
Pursuant to the Malaysian Code on Corporate Governance 2017, the Board of Directors conducted an assessment to assess the independence of Mr. Tan Kok Chor and Mr. Michael Moo Kai Wah, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years and has recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:
Full details of the Board's justifications for the continuation in office of Mr. Tan Kok Chor and Mr. Michael Moo Kai Wah is set out in the Statement of Corporate Governance in the 2018 Annual Report.
- ii. Resolution 8:
Authority to Issue Shares pursuant to Section 75 and Section 76 of the Companies Act 2016
This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilized and accordingly no proceeds were raised.
The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an amount not exceeding ten percent (10%) of the issued capital of the Company for the time being. This authorization will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investment projects, working capital, acquisitions and/or implementation of Employees' Share Option Scheme by the issuance of shares in the Company to such persons at any time as the Directors may deem fit, without having to convene a general meeting.
This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting of the Company.
- iii. Resolution 9: Proposed Renewal of Authority to Buy Back Shares
The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company to buy back the Company's own share through Bursa Malaysia Securities Berhad at any time within the time period stipulated by utilizing the funds allocated out of the audited retained earnings of the Company.
Please refer to the Statement to Shareholders sent out with this Annual Report for further information.