

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Borneo Oil Berhad ("Bornoil" or the "Company") will be held at 2nd Floor, Victoria Point, Jalan OKK Awang Besar, 87007 Wilayah Persekutuan Labuan on Wednesday, 12 August 2015 at 8.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,373,841,596 NEW ORDINARY SHARES OF RM0.10 EACH IN BORNOIL ("BORNOIL SHARE(S)") ("RIGHTS SHARE(S)") AT AN INDICATIVE ISSUE PRICE OF RM0.10 PER RIGHTS SHARE ON THE BASIS OF SIX (6) RIGHTS SHARES FOR EVERY ONE (1) EXISTING BORNOIL SHARE HELD, TOGETHER WITH UP TO 1,186,920,798 FREE DETACHABLE WARRANTS IN BORNOIL ("WARRANT(S) C") ON THE BASIS OF ONE (1) FREE WARRANT C FOR EVERY TWO (2) RIGHTS SHARES SUBSCRIBED FOR, ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"**THAT**, subject to the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Directors of the Company for the following:-

- i. to provisionally allot and issue by way of a renounceable rights issue of up to 2,373,841,596 Rights Shares at an indicative issue price of RM0.10 per Rights Share on the basis of six (6) Rights Shares for every one (1) existing Bornoil Share held, together with up to 1,186,920,798 free detachable Warrants C on the basis of one (1) free Warrant C for every two (2) Rights Shares subscribed for, by the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board of Directors of the Company ("Board") ("Entitlement Date");
- ii. wherein each of the Warrant C will carry the right to subscribe, subject to any adjustment in accordance with a deed poll constituting the Warrants C to be executed by the Company as supplemented from time to time ("Deed Poll C"), at any time during the exercise period, for one (1) new Bornoil Share at an exercise price to be determined and fixed at a later date by the Board, but in any case, not lower than the par value of Bornoil Shares;
- iii. to allot and issue such number of new Bornoil Shares arising from the exercise of the Warrants C, from time to time during the tenure of the Warrants, in accordance with the provisions of the Deed Poll C;
- iv. to allot and issue such further Warrants C and new Bornoil Shares arising from the subscription of further Warrants C as a consequence of any adjustment in accordance with the provisions of the Deed Poll C and/ or as may be required by the relevant authorities; and
- v. to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the new Bornoil Shares which may from time to time be allotted and issued arising from the exercise of the Warrants C.

THAT any fractional entitlements of the Rights Shares and the Warrants C arising from the Proposed Rights Issue with Warrants shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in the circular to shareholders of the Company dated 29 July 2015 ("Circular"), and the Directors of the Company be and are hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as they may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities, where required;

THAT the Rights Shares will, upon allotment and issuance, rank *pari passu* in all respects with the then existing Bornoil Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the Rights Shares;

THAT the new Bornoil Shares arising from the exercise of the Warrants C will, upon allotment and issuance, rank *pari passu* in all respects with the then existing Bornoil Shares, save and except that the new Bornoil Shares to be issued arising from the exercise of the Warrants C will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the said new Bornoil Shares;

THAT the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll C with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Directors of the Company, and with full powers to implement and give effect to the terms and conditions of the Deed Poll C;

AND THAT, the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Rights Issue with Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

By Order of the Board

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

Wilayah Persekutuan Labuan
29 July 2015

Notes:-

1. *In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at 5 August 2015 shall be eligible to attend, speak and vote at this meeting or appoint proxy(ies) to attend, speak and vote on his/ her behalf.*
2. *A member of the Company who is entitled to attend, speak and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to attend, speak and vote in its stead.*
3. *A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar (the provisions of Section 149(1) of the Companies Act, 1965 shall not apply). Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.*
4. *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.*
5. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his 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 in writing.*
6. *The original instrument appointing a proxy must be deposited at the Registered Office of the Company situated at 1st & 2nd Floor, Victoria Point, Jalan OKK Awang Besar, 87007 Wilayah Persekutuan Labuan, not less than forty-eight (48) hours before the time set for holding this meeting or at any adjournment thereof.*