



TANJUNG OFFSHORE BERHAD (662315-U)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting of the Company will be held at Kenanga Room, Kelab Darul Ehsan, Taman Tun Abdul Razak, Jalan Kerja Air Lama, 68000 Ampang Jaya, Selangor Darul Ehsan on Friday, 20 June 2014 at 10:00 a.m. to transact the following businesses:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 and the Reports of Directors and Auditors thereon. **Resolution 1**
- To approve the payment of Directors' fees for the financial year ended 31 December 2013. **Resolution 2**
- To re-elect the following Directors retiring in accordance with Article 103 of the Company's Articles of Association:-
(i) Dato' Harzani bin Azmi **Resolution 3**
(ii) George William Warren Jr **Resolution 4**
- To re-elect Shahrizal Hisham Bin Abdul Halim retiring in accordance with Article 109 of the Company's Articles of Association:- **Resolution 5**
- To appoint Messrs. AljeffriDean as Auditors of the Company and authorise the Directors to determine their remuneration. **Resolution 6**
- As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-

**ORDINARY RESOLUTION
AUTHORITY TO ISSUE SHARES**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and under such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10 per centum of the issue share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such issue and allotment." **Resolution 7**

- To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

SEOW FEI SAN
KANG SHEW MENG
Secretaries

Petaling Jaya
27 May 2014

Notes:

- Only depositors whose names appear on the Record of Depositors as at 13 June 2014 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
- A member entitled to attend and vote at the meeting shall not be entitled to appoint more than two (2) proxies to attend and vote in his/her 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.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholding to be represented by each proxy.
- Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- 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 known as an omnibus account, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account its holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of its 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 certified copy thereof, must be deposited at the Company's Share Registrar's Office at Tricor Investor Services Sdn. Bhd., Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty eight hours (48) hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory notes on Special Business:

Resolution 7 - Authority to Issue Shares

At last year's Ninth Annual General Meeting held on 23 May 2013, authority was given to Directors to allot and issue no more than 10% of the issued share capital of the Company, As at the date of this notice, no new shares in the Company were issued pursuant to the authority granted, accordingly the mandate will lapse at the conclusion of the Tenth Annual General Meeting. As such, the Board would like to seek for a renewal of the mandate.

The proposed Resolution 6, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to allot and issue shares from the unissued capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding future investment project(s), working capital and/or acquisitions.

The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.