

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of **CARIMIN PETROLEUM BERHAD** ("Carimin" or "the Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 26 November 2015 at 2.30 p.m. to transact the following businesses:-

AGENDA
As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 30 June 2015 together with the Reports of the Directors and Auditors thereon. *Please refer to Note i*
2. To approve the payment of Directors' fees for the financial year ended 30 June 2015. *Resolution 1*
3. To re-elect the following Directors who retire pursuant to Article 103 of the Company's Articles of Association :
 - i. En. Mokhtar Bin Hashim *Resolution 2*
 - ii. En. Shatar Bin Abdul Hamid *Resolution 3*

Vice Admiral (Retired) Datuk Haji Jamil Bin Haji Osman who retires in accordance with Article 103 of the Company's Articles of Association, has expressed his intention not to seek re-election. Hence, he will retire as Director of the Company at the conclusion of the Third Annual General Meeting.
4. To re-appoint Messrs. Crowe Horwath as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. *Resolution 4*

As Special Business :

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

5. **ORDINARY RESOLUTION 1
RE-APPOINTMENT OF DIRECTOR PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965** *Resolution 5*
 "THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato' Kamaruzzaman Bin Shariff, who is over the age of seventy (70) years, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."
6. **ORDINARY RESOLUTION 2
GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** *Resolution 6*
 "THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next annual general meeting of the Company."
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By order of the Board

TEA SOR HUA (MACS 01324)
YONG YEN LING (MAICSA 7044771)
 Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
 Date: 4 November 2015

Notes:

- i. The Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders and hence, is not put forward for voting.
- ii. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
- iii. A shareholder shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a shareholder appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- iv. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 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.
- v. Where a member of the Company is an exempt authorised 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 authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- vi. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. If the appointor is a corporation, the instrument must be executed under its Common Seal or under the hand of an officer or attorney so authorised.
- vii. To be valid, the instrument appointing a proxy must be deposited at the registered office of the Company situated at Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- viii. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 67(b) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 19 November 2015. Only members whose names appear in the General Meeting Record of Depositors as at 19 November 2015 shall be regarded as members and entitled to attend, speak and vote at the Third Annual General Meeting.

EXPLANATORY NOTES TO SPECIAL BUSINESS
1. Item 5 of the Agenda

The Ordinary Resolution proposed under item 5 of the Agenda is to seek shareholders' approval pursuant to Section 129(6) of the Companies Act, 1965 for the re-appointment of Tan Sri Dato' Kamaruzzaman Bin Shariff, a Director who is over the age of seventy (70) years and vacated office pursuant to Section 129(2) of the Companies Act, 1965. If passed, it will enable Tan Sri Dato' Kamaruzzaman Bin Shariff to hold office until the conclusion of the next Annual General Meeting of the Company.

Tan Sri Dato' Kamaruzzaman Bin Shariff has, during his tenure as the Non-Independent Non-Executive Chairman of the Board, provided a strong leadership and is responsible for ensuring the adequacy and effectiveness of the Board's governance process.

2. Item 6 of the Agenda

The Ordinary Resolution proposed under item 6 of the Agenda, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for any possible fund raising activities, including but not limited to placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s). This would avoid any delay and cost incurred in convening at a general meeting to approve such an issue of shares.

This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier.