



CARIMIN
GROUP OF COMPANIES

CARIMIN PETROLEUM BERHAD

(Company No. 908388-K)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting ("AGM" or "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 Monday, 27 November 2017 at 2.30 p.m. to transact the following businesses:-

AGENDA

As Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon. *Please refer to Note i*
- To approve the payment of Directors' Fees and Benefits of RM272,500 for the financial year ended 30 June 2017. *Ordinary Resolution 1*
- To approve the payment of Directors' Fees and Benefits of up to RM300,000 for the financial year ending 30 June 2018. *Ordinary Resolution 2*
- To re-elect the following Directors who retire by rotation pursuant to Clause 103 of the Company's Constitution:
 - En. Mohd Rizal Bahari Bin Md Noor *Ordinary Resolution 3*
 - En. Wan Muhamad Hatta Bin Wan Mos *Ordinary Resolution 4*
- To re-appoint Tan Sri Dato' Kamaruzzaman Bin Shariff, who being eligible and offered himself for re-appointment as a Director of the Company. *Ordinary Resolution 5*
- 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. *Ordinary Resolution 6*

As Special Business :

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

- GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** *Ordinary Resolution 7*

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, 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 total number of issued shares 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."

- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")** *Ordinary Resolution 8*

"THAT, authority be and is hereby given in line with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, for the Company and/or its subsidiaries to enter into any of the transactions with the related parties as set out in Section 2.3 of the Circular to Shareholders in relation to the Proposed Renewal of Shareholders' Mandate dated 31 October 2017 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution until:

- the conclusion of the next annual general meeting ("AGM") of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Shareholders' Mandate in the best interest of the Company."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By order of the Board

TEA SOR HUA (MACS 01324)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

Date: 31 October 2017

Notes:

- The Agenda No. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders and hence, is not put forward for voting.
- A member entitled to attend and vote at Fifth AGM 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.
- A shareholder shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting. Where a shareholder appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- 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.
- 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.
- 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.
- To be valid, the instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.
- 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 Clause 67(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 20 November 2017. Only members whose names appear in the General Meeting Record of Depositors as at 20 November 2017 shall be regarded as members and entitled to attend, speak and vote at the AGM.

EXPLANATORY NOTES ON ITEM 5 UNDER ITEM 5 OF THE AGENDA IN RELATION TO THE RE-APPOINTMENT OF DIRECTOR WHO IS OVER 70 YEARS OF AGE

Tan Sri Dato' Kamaruzzaman Bin Shariff, who is above the age of 70, was re-appointed pursuant to Section 129 of the Companies Act, 1965 at the Fourth AGM of the Company held on 22 November 2016 to hold office until the conclusion of the Fifth AGM. His term of office will end at the conclusion of the Fifth AGM and who being eligible had offered himself for re-appointment as a Director of the Company.

With the coming into force of the Companies Act 2016 on 31 January 2017, which repealed Section 129 of the Companies Act, 1965, there is no age limit for directors. This Proposed Ordinary Resolution 5, if passed, will approve and authorise the continuation of the Director in office for Tan Sri Dato' Kamaruzzaman Bin Shariff from the date of the Fifth AGM onwards without limitation in age tenure save for the Company's Constitution, the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

EXPLANATORY NOTES TO SPECIAL BUSINESS

1. Item 7 of the Agenda

The Ordinary Resolution proposed under item 7 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. This Ordinary Resolution, if passed, will give the Directors of the Company from the date of the above meeting, authority to allot and issue ordinary shares from the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. The authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM.

This general mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 22 November 2016 which will lapse at the conclusion of the Fifth AGM.

2. Item 8 of the Agenda

The Ordinary Resolution proposed under item 8 if passed, will give the mandate for the Company and/or subsidiaries to enter into Recurrent Related Party Transactions in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Further information is set out in the Circular to Shareholders dated 31 October 2017.