

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of **PERISAI PETROLEUM TEKNOLOGI BHD** ("Perisai" or "Company") will be held at Mahkota Ballroom II, Hotel Istana Kuala Lumpur City Centre, 73, Jalan Raja Chulan, 50200 Kuala Lumpur on Thursday, 29 November 2018 at 10.00 a.m. to transact the following businesses:-

AGENDA**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 30 June 2018 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and benefits payable to the Directors up to an aggregate amount of RM366,200 from 29 November 2018 until the next Annual General Meeting of the Company.
- To re-elect the following Directors retiring in accordance with Article 93 of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - Datuk Zainol Izzet Bin Mohamed Ishak
 - Dato' Anwarudin Bin Ahmad Osman
- To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration.

Please refer to Note 1 of the Explanatory Notes

Ordinary Resolution 1

**Ordinary Resolution 2
Ordinary Resolution 3**

Ordinary Resolution 4

AS SPECIAL BUSINESS

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

5. AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES

**Ordinary Resolution 5
Please refer to Note 2 of the Explanatory Notes**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon 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 ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance."

6. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

**Ordinary Resolution 6
Please refer to Note 3 of the Explanatory Notes**

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries (the "Group") to enter into and give effect to the specified recurrent related party transactions of a revenue or trading nature with the specified classes of related parties as set out in Section 2.3 of the Circular to Shareholders dated 26 October 2018 (the "Circular"), provided that:-

- such arrangements and/or transactions are necessary for the Group's day-to-day operations;
- such arrangements and/or transactions undertaken are in the ordinary course of business and are carried out at arm's length basis on normal commercial terms which are not more favourable to the related parties than those generally available to the public;
- such arrangements and/or transactions are not detrimental to the non-interested shareholders of the Company; and
- the disclosure is made in the Annual Report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:-
 - the related transacting parties and their respective relationship with the Company; and
 - the nature of the recurrent transactions.

AND THAT such authority shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the meeting;
- the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or
- revoked or varied by resolution passed by the shareholders in a general meeting of the Company,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."

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

BY ORDER OF THE BOARD**TAI YIT CHAN (MAICSA 7009143)****TAN AI NING (MAICSA 7015852)**

Company Secretaries

Kuala Lumpur

26 October 2018

NOTES ON APPOINTMENT OF PROXY:

- In respect of deposited securities, only members whose names appear on the Record of Depositors as at 21 November 2018 (General Meeting Record of Depositors) shall be entitled to attend the meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.
- A member of the Company entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf.
- A Proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- A member shall be entitled to appoint more than two proxies to attend and vote at the same meeting.
- Where a member appoints two or more proxies, the proxies shall be invalid unless the proportion of his/her holdings to be represented by each proxy is specified.
- Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a certified copy thereof, shall be deposited at the Company's Share Registrar's office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, not less than 48 hours before the time of meeting or any adjourned meeting, otherwise the instrument of proxy shall not be treated as valid.

EXPLANATORY NOTES

- To receive the Audited Financial Statements for the financial year ended 30 June 2018 together with the Reports of the Directors and Auditors**

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 do not require approval from the shareholders and hence it is not put forward for voting.

- Ordinary Resolution 5 - Authority under Sections 75 And 76 of The Companies Act 2016 for the Directors to Allot and Issue Shares**

The proposed Ordinary Resolution 5 is to seek the shareholders' approval on the renewal of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. If the resolution is duly passed, it is primarily to give flexibility to the Directors to issue and allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

- Ordinary Resolution 6 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature**

The proposed Ordinary Resolution 6, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions which are of a revenue or trading nature and necessary for the Group's day-to-day operations, provided that such transactions are carried out in the ordinary course of business and undertaken at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the non-interested shareholders of the Company.

Please refer to the Circular to Shareholders dated 26 October 2018 which is despatched together with the Company's Annual Report 2018, for further information.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.