

**NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Sixteenth Annual General Meeting ("16th AGM") of **PERISAI PETROLEUM TEKNOLOGI BHD** ("Perisai" or "Company") will be held at Dewan Tun Abdul Razak, Menara Kembar Bank Rakyat, No. 33, Jalan Rakyat, 50470 Kuala Lumpur on Thursday, 28 November 2019 at 10.00 a.m. to transact the following businesses:-

**AGENDA****AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and Auditors thereon. **[Please refer to Note 1 of the Explanatory Notes]**
2. To approve the payment of Directors' fees and benefits payable to the Directors up to an aggregate amount of RM301,100.00 from this Annual General Meeting until the next Annual General Meeting of the Company. **Ordinary Resolution 1 [Please refer to Note 2 of the Explanatory Notes]**
3. To re-elect Dato' Yogesvaran A/L T. Arianayagam who is retiring pursuant to Article 93 of the Articles of Association of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 2**

[Dato' Dr. Mohamed Ariffin bin Hj. Aton who retires pursuant to Article 93 of the Articles of Association of the Company has expressed his intention not to seek re-election]

4. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 3**

**AS SPECIAL BUSINESS**

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

5. **PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE ("PROPOSED RRPT MANDATE")** **Ordinary Resolution 4**

"THAT subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("Perisai Group") to enter into the recurrent related party transaction of a revenue or trading nature as specified in Section 2.4 of Part A of this Circular, which are necessary for the Perisai Group's day-to-day operations and are in the ordinary course of business and are carried out at arm's length basis on normal commercial terms of the Perisai Group on terms not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company;

THAT the Proposed New Shareholders' Mandate, if approved at the AGM, will continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the AGM at which such ordinary resolution for the Proposed New Shareholders' Mandate will be passed, at which time it will lapse, unless by a resolution passed at a general meeting, the mandate is again renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

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 all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed RRPT Mandate."

6. **PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY** **Special Resolution [Please refer to Note 3 of the Explanatory Notes]**

THAT the existing Memorandum and Articles of Association of the Company be and is hereby deleted in its entirety and the new Constitution of the Company as set out in Part B of the Circular to Shareholders be and is hereby adopted as the new Constitution of the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all things and acts necessary or required by any relevant authorities to take all such steps as may be considered necessary to effect to the foregoing.

7. 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  
30 October 2019

**NOTES ON APPOINTMENT OF PROXY:**

1. In respect of deposited securities, only members whose names appear on the Record of Depositors as at 22 November 2019 (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.
2. 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.
3. 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.
4. A member shall be entitled to appoint more than two proxies to attend and vote at the same meeting.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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**

1. **To receive the Audited Financial Statements for the financial year ended 30 June 2019 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.

2. **To approve the payment of Directors' fees and benefits payable to the Directors up to an aggregate amount of RM301,100.00 from this Annual General Meeting until the next Annual General Meeting of the Company.**

The amount of proposed Directors' fees to be payable to each Director remain unchanged compared to the previous year.

There is a slight increase in the proposed meeting allowance due to the increase in number of meetings.

3. **Special Resolution on Proposed Adoption of the Constitution of the Company**

The Special Resolution, if passed, will align the Constitution of the Company with the new Companies Act 2016, the updated provisions of the Main Market Listing Requirements of Bursa Securities and the prevailing laws, guidelines or requirements of the relevant authorities, to enhance administrative efficiency and provide greater clarity.

Please refer to Part B of the Circular to Shareholders dated 30 October 2019 accompanying the Annual Report of the Company for the financial year ended 30 June 2019.

**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.