

NOTICE OF THE 9TH ANNUAL GENERAL MEETING (AGM)

NOTICE IS HEREBY GIVEN that the 9th AGM of HIBISCUS PETROLEUM BERHAD (Hibiscus Petroleum or the Company) will be held at Sabah Room, Basement II, Shangri-La Hotel, Kuala Lumpur, 11, Jalan Sultan Ismail, 50250 Kuala Lumpur on Wednesday, 4 December 2019 at 9.30 am for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2019 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' fees amounting to RM120,000 per annum to the Chair of the Board and RM100,000 per annum to each Non-Executive Director (NED) (save for the Chair of the Board) for the period from 5 December 2019 until the date of the next AGM in year 2020, to be paid quarterly in arrears. [Ordinary Resolution 1]
- To approve the payment of Directors' meeting allowances for the period from 5 December 2019 until the date of the next AGM in year 2020 at the following rate (as applicable), to be paid quarterly in arrears: [Ordinary Resolution 2]
 - RM4,500 for each meeting of the Board and of the Board Committees that a NED attends as Chair of the meeting; or
 - RM3,500 for each meeting of the Board and of the Board Committees that a NED attends as a member of the Committee.
- To approve payments for additional attendances and time expended by any NED for the Company's purposes (or on behalf of the Company) at meetings and/or third party events involving external parties, in the NED's capacity as a Director of the Company, for the period from 5 December 2019 until the date of the next AGM in year 2020, at the rate of RM3,500 per meeting or event, to be paid quarterly in arrears. [Ordinary Resolution 3]
(Please refer to Explanatory Note 2)
- To re-elect Mr Thomas Michael Taylor who is retiring pursuant to Clause 134 of the Constitution of the Company. [Ordinary Resolution 4]
- To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 30 June 2020 and to authorise the Directors to fix their remuneration. [Ordinary Resolution 5]

As Special Business

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

- AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** [Ordinary Resolution 6]
(Please refer to Explanatory Note 3)

"THAT subject always to the Companies Act 2016 (the Act), the Constitution of the Company and the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to allot and issue new ordinary shares in the Company at any time and from time to time and upon such terms and conditions to such persons and for such purposes as the Directors may in their discretion deem fit PROVIDED THAT the aggregate number of new ordinary shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued ordinary share of the Company for the time being and that such authority shall, unless revoked or varied by an ordinary resolution by the shareholders of the Company in a subsequent general meeting, commence upon the passing of this resolution and expire at the next annual general meeting of the Company AND THAT the Directors are further authorised to do all such things and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company to give effect to the issuance of new ordinary shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution."
- RETENTION OF DATO' SRI ROUSHAN ARUMUGAM AS INDEPENDENT DIRECTOR** [Ordinary Resolution 7]
(Please refer to Explanatory Note 4)

"THAT approval be and is hereby given to Dato' Sri Roushan Arumugam, whose tenure as an Independent Director of the Company will reach nine (9) years on 24 July 2020, to continue to act as an Independent Director of the Company until the conclusion of the next AGM in year 2020."
- To transact any other matters that may be transacted at an AGM of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

By Order of the Board

HIBISCUS PETROLEUM BERHAD

TAI YIT CHAN (MAICSA 7009143)

TAN AI NING (MAICSA 7015852)

Secretaries

Selangor Darul Ehsan

31 October 2019

Notes:

- For purposes of determining who shall be entitled to attend this meeting in accordance with Clauses 72(b) and 72(c) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 26 November 2019 and only Depositors whose name appear on such Record of Depositors shall be entitled to attend, speak and vote at the said meeting.
 - A member shall be entitled to appoint up to two (2) proxies to attend and vote at the meeting. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed to attend and vote at the meeting shall have the same right as a member to speak at the meeting.
 - A proxy or attorney or a duly authorised representative may, but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
 - Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with the provisions of subsection 25A(1) of the Securities Industry (Central Depositories) Act, 1991 (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. Where the Exempt Authorised Nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
 - To be valid, the Form of Proxy duly completed must be deposited at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting provided that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chair of the meeting as his/his/her proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy has been duly completed by the member(s).
 - If the Form of Proxy is signed under the hands of an appointor or his attorney duly authorised (or if the appointor is a corporation, the Form of Proxy must be executed under its common seal or under the hands of an officer or attorney duly authorised), it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If the Form of Proxy is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in the Form of Proxy.
 - Members/proxies are required to produce the following identification documents at the registration for verification:
 - original identity card (National Registration Identity Card (NRIC)) (Malaysian); or
 - copy of police report (for loss of NRIC)/ temporary NRIC (Malaysian); or
 - original passport (Foreigner).
- Item 7 of the Agenda**

The Company had, during its 8th AGM held on 4 December 2018, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Companies Act 2016 (2018 Mandate). As at the date of the notice, the Company did not issue any shares pursuant to the 2018 Mandate.

The Ordinary Resolution 6 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 Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the total number of issued shares of the Company for purpose of investments in capital expenditure, working capital purposes and potential business expansion. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.
 - Item 8 of the Agenda**

The Board of Directors has via the Nominating Committee conducted an annual performance evaluation and assessment of Dato' Sri Roushan Arumugam, whose tenure as an Independent Director of the Company will reach nine (9) years on 24 July 2020, and recommended him to continue to act as an Independent Director of the Company based on the following justifications:

 - He fulfils the criteria of an Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgement to the Board;
 - His experience in the investment banking and venture capital industries enables him to provide the Board with a diverse set of experience, expertise, skills and competence;
 - He has been with the Company for more than eight (8) years and therefore understands the Company's business operations which enables him to participate actively and contribute during deliberations and discussions, including at the Nominating Committee (as a member), Remuneration Committee (as the Chair of the Committee) and at Board meetings; and
 - He has devoted sufficient time and effort in attending the Audit and Risk Management Committee meetings (as an invitee), in addition to participating in the Nominating Committee, Remuneration Committee and Board meetings and contributing to informed and balanced decision making.

The Resolution 7 if passed, will enable Dato' Sri Roushan Arumugam who has served more than 8 years to be retained and continue to act as Independent Non-Executive Director of the Company to be in line with the Board Charter and the Board Assessment Policy of the Company and Practice 4.2 of the Malaysian Code on Corporate Governance 2017. However, if the resolution is not carried, Dato' Sri Roushan Arumugam will remain on the Board as a Non-Independent Non-Executive Director of the Company upon reaching the 9-year tenure of his directorship on the Board on 24 July 2020.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 9th 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 9th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 9th 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.

EXPLANATORY NOTES

- Item 1 of the Agenda**

Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

Item 4 of the Agenda

It is anticipated that the Group will seek to utilise and leverage more on the extensive expertise, abilities and wide business network of its NEDs for the Group's benefit, in view of the increased level of activities of the Group due to business growth and enhanced production operations. The proposed additional payments are consistent with such expected increased participation and involvement of the NEDs, as and when required.

The Company is seeking the shareholders' approval for the payments for the additional attendances and time expended by its NEDs for the Company's purposes including attendances at meetings and/or third party events, for and on behalf of the Company.