



HIBISCUS PETROLEUM BERHAD

Registration Number: 200701040290 (798322-P)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Hibiscus Petroleum Berhad will be held via a virtual platform at the broadcast venue at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (“**Broadcast Venue**”) on Thursday, 10 October 2024 at 9.30 a.m. or at any adjournment thereof, whichever is later, for the purpose of considering and if thought fit, to pass the following resolution (with or without modifications):

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY SIMPOR HIBISCUS SDN BHD (“SIMPOR HIBISCUS”), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF HIBISCUS PETROLEUM BERHAD (“HIBISCUS PETROLEUM” OR “COMPANY”), OF THE ENTIRE EQUITY INTEREST IN TOTALENERGIES EP (BRUNEI) B.V. (“TARGETCO”), A WHOLLY-OWNED SUBSIDIARY OF TOTALENERGIES HOLDINGS INTERNATIONAL B.V. FOR A CASH CONSIDERATION OF APPROXIMATELY USD259.4 MILLION (OR EQUIVALENT TO APPROXIMATELY RM1,087.8 MILLION) (“PROPOSED ACQUISITION”)

“**THAT** approval be and is hereby given for Simpor Hibiscus, an indirect wholly-owned subsidiary of Hibiscus Petroleum, to acquire the entire equity interest in the TargetCo for a cash consideration of approximately USD259.4 million (or equivalent to approximately RM1,087.8 million), subject to adjustments, pursuant to and in accordance with the terms and conditions of the Sale and Purchase Agreement dated 13 June 2024 in relation to the Proposed Acquisition, as further elaborated in the Company’s circular to shareholders dated 25 September 2024.

AND THAT the Directors of the Company, be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements (including, without limitation, the affixing of the Company’s common seal, where applicable) as the Directors may consider necessary, expedient or relevant to give effect to and complete the Proposed Acquisition and with full power to assent to any conditions, terms, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary, expedient or relevant in the best interest of the Company and to take such steps as they may deem necessary, expedient or relevant in order to implement, finalise and give full effect to the Proposed Acquisition.”

BY ORDER OF THE BOARD

Khoo Ming Siang (MAICSA No. 7034037) (SSM PC No. 202208000150)
Law Wei Leng (MAICSA No. 7064862) (SSM PC No. 202108000506)
Secretaries

Selangor Darul Ehsan
25 September 2024

IMPORTANT NOTICE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chair of the meeting to be present at the main venue of the meeting.

Shareholders or proxies are **NOT** to be physically present at the Broadcast Venue on the meeting day.

Shareholders are to attend, participate, speak (in the form of real-time submission through typed texts) and vote (collectively referred to as 'participate') remotely at the EGM via the Remote Participation and Voting facilities (RPV) provided by Tricor Investor & Issuing House Services Sdn Bhd (Tricor) as the Poll Administrator of the Company via its TIIH Online website at <https://tiih.online>.

Notes:

1. *For purposes of determining a member who shall be entitled to attend and vote at this EGM 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 3 October 2024. Only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, participate, speak and vote via RPV at this EGM as well as for appointment of proxy(ies) to attend, participate, speak and vote on his/her stead.*
2. *A member of the Company who is entitled to participate at the EGM may appoint up to two (2) proxies to attend and vote at the EGM via RPV. 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 EGM via RPV shall have the same right as a member to speak at the EGM.*
3. *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.*
4. *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.*
5. *A member who has appointed a proxy or attorney or authorised representative to attend and vote at this EGM via RPV **must request his/her proxy or attorney or authorised representative to register himself/herself for RPV** at TIIH Online website at <https://tiih.online>. The procedures for RPV can be found in the Administrative Guide for the EGM.*
6. *Members who wish to appoint a proxy may do so either by using a hard copy form or through electronic means, following the procedure outlined below. The proxy appointment must be deposited with Tricor not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjourned meeting. 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/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).*

To facilitate the proxy appointment process, kindly follow the guidelines provided below:

(a) In hard copy form:

In the case of an appointment made in hard copy form, the completed Form of Proxy must be deposited with:

(i) **Tricor Investor & Issuing House Services Sdn Bhd**
Unit 32-01, Level 32, Tower A, Vertical Business Suite,
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi,
59200 Kuala Lumpur, Malaysia.

or alternatively

Tricor's Customer Service Centre at:

Unit G-3, Ground Floor, Vertical Podium,
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi,
59200 Kuala Lumpur, Malaysia.

(ii) **By fax at 03-2783 9222.**

(b) By electronic means:

The Form of Proxy can be electronically submitted with Tricor via TIIH Online at <https://tiih.online>.

Kindly refer to the Administrative Guide for the EGM on the procedures for the electronic lodgement via TIIH Online.

7. Please ensure ALL particulars required in the Form of Proxy are completed and the Form of Proxy is signed and dated accordingly.
8. The last date and time for submitting the Form of Proxy is on Tuesday, 8 October 2024 at 9.30 a.m.
9. 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.
10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with Tricor or alternatively the Customer Service Centre at the address stated under item (6)(a)(i) not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

11. *By submitting the duly executed Form of Proxy, the member and his/her proxy(ies) consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with Personal Data Protection Act 2010 for the purpose of the EGM or any adjournment thereof.*
12. *Pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of this EGM will be put to vote by way of poll. An Independent Scrutineer will be appointed to verify the poll results.*

PERSONAL DATA POLICY

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