

NOTICE OF 45th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Fifth (45th) Annual General Meeting ("AGM") of Transocean Holdings Bhd. ("the Company") will be held at Dewan Bungaraya, Level 2, WP Hotel, 362, Jalan Tuanku Abdul Rahman, 50100 Kuala Lumpur on Thursday, 22 June 2023 at 10.00 a.m. for the following purposes: -

AGENDA

AS ORDINARY BUSINESS: -

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1)
2. To approve the payment of Directors' fee amounting to Ringgit Malaysia One Hundred and Sixty-Eight Thousand (RM168,000.00) only for the financial year ended 31 December 2022. **Resolution 1**
3. To approve the payment of benefits payable to the Directors of the Company up to an amount of Ringgit Malaysia Thirty Thousand (RM 30,000.00) only for the period from the conclusion of this AGM until the next AGM of the Company pursuant to Section 230(1) (b) of the Companies Act 2016. **Resolution 2**
4. To re-elect the following Directors who are due to retire in accordance with the Company's Constitution and being eligible, offer themselves for re-election: -
 - Regulation 96
 - 4.1 Mr. Woo Kok Boon **Resolution 3**
 - Regulation 103
 - 4.2 Mr. Lee Chin Chuan **Resolution 4**
 - 4.3 Ms. Tung Shao Yin **Resolution 5**
5. To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company, to hold office until the conclusion of the next AGM, at a remuneration to be determined by the Directors. **Resolution 6**

AS SPECIAL BUSINESS: -

6. To consider and if thought fit, to pass the following as resolutions, with or without any modifications: -
 - (i) **Ordinary Resolution**
Authority to issue and allot shares
 "THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby empowered to issue and allot shares in the Company, pursuant to the Act, at any time to such persons 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 issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;
 AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier, unless such authority is revoked or varied by resolution passed by the shareholders in general meeting;
 AND THAT pursuant to Section 85 of the Act to be read together with Regulation 57 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act." **Resolution 7**
 - (ii) **Ordinary Resolution**
Proposed Shareholders' Mandate for New Recurrent Related Party Transactions ("New RRPT")
 "THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company's subsidiaries to enter into and give effect to the new recurrent related party transactions of a revenue or trading nature as prescribed in Section 2.4(b) of the Circular to Shareholders dated 28 April 2023 (hereinafter referred to as "New RRPT"), which are necessary for the day-to-day operations and undertaken in the ordinary course of business of the Company, on terms not more favourable to related parties than those generally available to the public and not detrimental to minority shareholders of the Company.
 THAT such approval shall continue to be in force until: -
 (a) the conclusion of the Company's next AGM, at which time it will lapse, unless the authority is renewed by a resolution passed at the general meeting;
 (b) the expiration of the period within which the next AGM after that date 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
 (c) revoked or varied by resolution passed by the Company's shareholders in a general meeting, whichever is earlier.
 AND FURTHER 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 New RRPT." **Resolution 8**
 - (iii) **Ordinary Resolution**
Mandate for Mr. Woo Kok Boon who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company
 "THAT subject to the passing of Resolution 3 above, approval be and is hereby given to Mr. Woo Kok Boon, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company in compliance with the Malaysian Code on Corporate Governance." **Resolution 9**

By Order of the Board,

YEOW SZE MIN (SSM PC No. 201908003120, MAICSA 7065735)
 CHEW PECK KHENG (SSM PC No. 202008001118, LS 0009559)
 Company Secretaries

Date: 28 April 2023
 Kuala Lumpur

Notes: -

1. The first agenda of this meeting is meant for discussion only, as the provision of Section 340 (1) (a) of the Companies Act, 2016 ("Act") does not require a formal approval for the audited financial statements from the shareholders. Hence, this Agenda is not put forward to shareholders for voting.
2. **Resolution 1 and 2 – Proposed payment of Directors' remuneration**
 Section 230(1) of the Act provides amongst others, that the fee of the Directors and any benefits payable to the Directors of a listed company shall be approved at the general meeting. Pursuant thereto, shareholders' approval is sought for the payment of fees and benefits payable to Directors, in two separate resolutions as follows:
 Resolution 1 – Payment of Directors' fees in respect of the financial year 2022; and
 Resolution 2 – Payment of Directors' Benefit for the period from the conclusion of this AGM until the next AGM.
 The fees payable to the Directors in respect of financial year 2022, details of which are as follows: -

No. Directors	Fees (RM)
1. YBhg. Dato' Syed Budriz Putra	60,000.00
2. Encik Muhammad Adib Bin Ariffin	36,000.00
3. Mr. Woo Kok Boon	36,000.00
4. Encik Faiz Bin Ishak	36,000.00

The benefits payable to Directors pursuant to Section 230(1)(b) of the Act have been reviewed by the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company for the applicable period from the conclusion of this AGM until the next AGM. The benefits comprised solely of meeting allowances, which will only be accorded based on actual attendance of meetings by the Directors. The benefits payable to Directors for the period from the conclusion of this AGM until the next AGM, details of which are as follows: -

	Meeting Allowance
Non-Executive Chairman	500.00
Executive Director	500.00
Non-Executive Director	500.00

3. **Resolution 3, 4 and 5 – Re-election of Directors who retire in accordance with the Company's Constitution**
 Regulation 96 of the Company's Constitution states that all directors shall retire from office once at least in each 3 years, but shall be eligible for re-election. An election of directors shall take place each year. A retiring Director shall retain office until the close of the meeting at which he retires.
 Mr. Woo Kok Boon who retires by rotation in accordance with Article 96 of the Company's Constitution, being eligible, has offered himself for re-election.
 Regulation 103 of the Company's Constitution states that any Director who is appointed either to fill a casual vacancy or as addition to the existing Directors, shall hold office until the next AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
 Mr. Lee Chin Chuan and Ms. Tung Shao Yin who were appointed as Independent Non-Executive Directors of the Company on 1 March 2023 are subject to retirement pursuant to Regulation 103 of the Company's Constitution. The retiring Directors have consented to their re-election.
 In determining the eligibility of the Directors to stand for re-election at the forthcoming AGM, the Nomination Committee ("NC") has considered the following: -
 (i) Evaluation on the effectiveness of the Directors in terms of character, experience, integrity, competency and time in discharging their roles as Directors of the Company; and
 (ii) For Independent Non-Executive Directors ("INEDs") only, the level of independence demonstrated by the INEDs and their ability to act in the best interest of the Company.
 The Board (save for the retiring Directors who had abstained from deliberation and voting) accepted the NC's recommendation that the Directors who retire in accordance with regulation 96 and 103 of the Company's Constitution met the fit and proper criteria and are eligible to stand for re-election.
 The profile of the Directors who are standing for re-election as per Agenda item 4 of the Notice of the 45th AGM are stated from pages 12 to pages 13 of the Annual Report 2022.
4. **Resolution 6 – Re-appointment of Auditors**
 Pursuant to Section 271(3)(b) of the Act, shareholders shall appoint auditors who shall hold office until the conclusion of the next AGM in year 2024. The current auditors, Messrs. Grant Thornton Malaysia PLT has expressed their willingness to continue in office.
 The Board and Audit and Risk Management Committee ("ARMC") of the Company have considered the re-appointment of Messrs. Grant Thornton Malaysia PLT as auditors of the Company and collectively agreed that Messrs. Grant Thornton Malaysia PLT has met the relevant criteria prescribed by Paragraph 15.21 of Main Market Listing Requirements of Bursa Securities ("Listing Requirements").
 The Board wishes to seek shareholders' approval for the re-appointment of Messrs. Grant Thornton Malaysia PLT as external auditors of the Company to hold the office until the conclusion of the next AGM.
5. **Explanatory Notes to Special Business: -**
 - (i) **Resolution 7 – Authority to issue and allot shares**
 In respect of New RRPT of a revenue or trading nature as set out in Section 2.4(b) of the Circular dated 28 April 2023, with the related parties in the ordinary course of business which are necessary for the day-to-day operations based on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. This approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting; or the expiration of the period within which the next AGM after the date it 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 revoked/ varied by resolutions passed by the shareholders of the Company in general meeting; whichever is the earlier. Further information on the Proposed Shareholders' Mandate for New RRPT is set out in the Circular dated 28 April 2023.
 - (ii) **Resolution 8 – Proposed Shareholders' Mandate for New RRPT**
 The proposed Ordinary Resolution 8, if approved by shareholders, will authorise the Proposed Shareholders' Mandate for New RRPT of a revenue or trading nature and allow the Company and its subsidiaries to enter into New RRPT of a revenue or trading nature as set out in Section 2.4(b) of the Circular dated 28 April 2023, with the related parties in the ordinary course of business which are necessary for the day-to-day operations based on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. This approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting; or the expiration of the period within which the next AGM after the date it 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 revoked/ varied by resolutions passed by the shareholders of the Company in general meeting; whichever is the earlier. Further information on the Proposed Shareholders' Mandate for New RRPT is set out in the Circular dated 28 April 2023.
 - (iii) **Resolution 9 – To retain Independent Non-Executive Director to continue to act as Independent Non-Executive Director of the Company**
 Pursuant to Malaysian Code on Corporate Governance ("MCCG"), the Company should seek shareholders' approval through two-tier voting process if intends to retain an independent director who has served the Company for a cumulative term of more than nine (9) years.
 Both the NC and the Board have assessed the independence of Mr. Woo Kok Boon who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to serve as Independent Non-Executive Director of the Company based on the following justifications: -
 a) He fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements, and thus, he would be able to function as check and balance, provide a broader view and bring an element of objectivity to the Board;
 b) His existing tenure in office does not impair his independence;
 c) He remains objective and independent in expressing his view and in participating in deliberation and decision making of the Board and Board Committee(s); and
 d) He continues to demonstrate conduct and behaviour that are essential indicators of independence.
 In line with Practice 5.3 of the MCCG, the Company will seek shareholders' approval through two-tier voting process for Resolution 9.
6. **Appointment of Proxy**
 (a) In respect of deposited securities, only members whose name appears on the Record of Depositors as at 15 June 2023 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting.
 (b) A member entitled to attend and vote at the meeting is entitled to appoint one (1) or more proxies to attend and vote in his or her stead.
 (c) A proxy may but need not to be a member of the Company. There shall be no restriction as to the qualification of the proxy. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
 (d) A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
 (e) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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. Where a member is an authorised nominee as defined under SICDA, 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. The appointment of two (2) or more proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
 (f) The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at Suite 18.05, MWE Plaza, No. 8, Lebuhraya George Town, Pulau Pinang not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
 (g) The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy.
 (h) The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.
7. **Poll Voting**
 Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in this notice will be put to vote by way of a poll.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.2(2) of the Listing Requirements)
 As at the date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election or re-appointment) at this forthcoming Forty-fifth (45th) Annual General Meeting.