

To: The valued shareholders of TRANSOCEAN HOLDINGS BHD ("the Company") ("Shareholders")

## **EXTRAORDINARY GENERAL MEETING ("EGM") OF TRANSOCEAN HOLDINGS BHD**

We are pleased to invite you to participate in the EGM of the Company, which will be held as follows:-

**Day, Date and Time** : Monday, 30 August 2021 at 10.45 a.m. or or immediately following the conclusion or adjournment of the Forty-Third Annual General Meeting of THB scheduled to be held on the same day at 10.00 a.m., whichever is later.

**Online Meeting Platform/Venue** : Securities Services ePortal <https://sshsb.net.my/login.aspx>  
(Domain Registration No. with MyNIC Berhad: D4A004360)  
at Level 7, Menara Milenium, Jalan Damanlela,  
Pusat Bandar Damansara, Damansara Heights,  
50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia

**Modes of Communication** : 1. Typed text in the Online Meeting Platform  
2. Email your questions to [aznan@transocean.com.my](mailto:aznan@transocean.com.my) prior to the EGM by 23 August 2021

Please scan the QR Code below for the following documents relating to EGM which are also available from the Company's website at <https://www.transocean.com.my>:-

1. Circular to Shareholders;
2. Notice of EGM;
3. Administrative Guide; and
4. Form of Proxy.



In view of the current unprecedented situation, the Company will closely monitor the situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the EGM. Any material developments will be announced on the Bursa Malaysia Securities Berhad ("Bursa Securities") and Members are advised to check the Company's announcements made via Bursa Securities regularly for updates on the EGM and/or material developments.

Yours faithfully,

**Ibrahim Aiman Bin Mohd Nadzmi**  
Executive Director

6 August 2021

# NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Transocean Holdings Bhd (“THB” or the “Company”) will be conducted on a fully virtual basis via the Online Meeting Platform hosted on Securities Services e-Portal at <https://sshsb.net.my/login.aspx> for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions set out in this notice:

- Day, Date and Time** : Monday, 30 August 2021 at 10.45 a.m. or or immediately following the conclusion or adjournment of the Forty-Third Annual General Meeting of THB scheduled to be held on the same day at 10.00 a.m., whichever is later.
- Online Meeting Platform/Venue** : Securities Services ePortal <https://sshsb.net.my/login.aspx>  
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- Modes of Communication** : 1. Typed text in the Online Meeting Platform  
2. Email your questions to [aznan@transocean.com.my](mailto:aznan@transocean.com.my) prior to the EGM by 23 August 2021

## AGENDA

### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION OF 400,000 ORDINARY SHARES REPRESENTING 40% EQUITY INTEREST IN ENFRASYS SOLUTIONS SDN BHD (FORMERLY KNOWN AS CHASSASIA (MALAYSIA) SDN BHD) FROM ENFRASYS CONSULTING SDN BHD FOR A TOTAL PURCHASE CONSIDERATION OF RM20,000,000 TO BE SATISFIED BY THE ISSUANCE OF 20,000,000 NEW ORDINARY SHARES IN THB (“CONSIDERATION SHARES”) AT AN ISSUE PRICE OF RM1.00 PER CONSIDERATION SHARE (“PROPOSED ACQUISITION”)**

“THAT, subject to the passing of Ordinary Resolution 2 and the fulfilment of conditions precedent and the approvals of relevant authorities being obtained, where required, approval is hereby given for the Company to acquire 400,000 ordinary shares representing 40% equity interest in Enfrasys Solutions Sdn Bhd (formerly known as Chassasia (Malaysia) Sdn Bhd) from Enfrasys Consulting Sdn Bhd for a purchase consideration of RM20,000,000 to be satisfied by the issuance of 20,000,000 Consideration Shares at an issue price of RM1.00 per Consideration Share, subject to the conditions and upon the terms set out in the conditional share sale agreement dated 16 April 2021 entered into between the Company and the Vendor in respect of the Proposed Acquisition;

**AND THAT** approval be and is hereby given to the Board of Directors of the Company to sign, execute and deliver on behalf of the Company all necessary documents and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Acquisition, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions as it may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Acquisition.”

### ORDINARY RESOLUTION 2

**PROPOSED DIVERSIFICATION OF THE BUSINESS ACTIVITIES OF THB AND ITS SUBSIDIARIES TO INCLUDE THE BUSINESS OF SYSTEM INTEGRATION AND SOFTWARE ENGINEERING WORKS (“PROPOSED DIVERSIFICATION”)**

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of relevant authorities and/or parties being obtained, where required, approval is hereby given to the THB Group to diversify its business activities to include the business of system integration and software engineering works;

**AND THAT** approval be and is hereby given to the Board of Directors of the Company to sign, execute and deliver on behalf of the Company all necessary documents and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Diversification, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions as it may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Diversification.”

## BY ORDER OF THE BOARD

**THUM SOOK FUN (SSM PC No. 201908000139) (MIA No. 24701)**  
**CHEW PECK KHENG (SSM PC No. 202008001118) (LS No. 0009559)**

Company Secretaries  
Kuala Lumpur  
6 August 2021

## Notes:

- According to the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 16 July 2021 (“Revised Guidance Note and FAQs”), an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Act provided that the meeting online platform is registered with MyNIC Berhad or hosted in Malaysia.
- By utilising the Remote Participation and Voting (“RPV”) facilities at Securities Services e-Portal (prior registration as a User is required), shareholders are to remotely attend, participate, speak (by way of posing questions to the Board via real time submission of typed texts) and cast their votes at the EGM. Please refer to the Administrative Guide for procedures to utilise the RPV facilities in order to participate and vote remotely at the EGM.
- (i) In respect of deposited securities, only members whose name appears on the Record of Depositors as at 20 August 2021 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting.
- (ii) 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.
- (iii) 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.
- (iv) A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.  
As guided by the Securities Commission Malaysia’s Revised Guidance Note and FAQs, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate with the online meeting platform of the EGM via real time submission of typed texts through a text box within Securities Services e-Portal’s platform during the live streaming of the EGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my) during the EGM. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/relevant adviser during the EGM.
- (v) 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.
- (vi) The appointment of proxy(ies) may be made in hardcopy form or by electronic means as follow:
  - i. In Hardcopy Form  
The instrument appointing a proxy or representative and the duly registered power of attorney or other authority (if any), under which it is signed or a duly notarized certified copy of that power or authority, shall be deposited at the Registered Office of the Company at No. 31, Jalan Bukit Angkat, Kawasan Perusahaan Bukit Angkat, 43000 Kajang, Selangor.
  - ii. By SSeP  
The Form of Proxy may also be lodged electronically via SSeP at <https://sshsb.net.my/login.aspx>  
(Please refer to the Administrative Guide for more details)
- in either case, not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
- (vii) 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.
- (viii) 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.

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## FORM OF PROXY

<b>No. of shares held</b>

<b>CDS Account No.</b>											

I / We \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

(NRIC No. / Company Registration No. / Passport No. \_\_\_\_\_)

of \_\_\_\_\_  
(FULL ADDRESS)

being a member / members of **TRANSOCEAN HOLDINGS BHD**, hereby appoint:-

Name of Proxy	NRIC No. / Passport No.	% of Shareholdings to be Represented

and / or failing him / her

Name of Proxy	NRIC No. / Passport No.	% of Shareholdings to be Represented

or failing him / her, the Chairman of the Meeting as my / our proxy to vote for me / us on my / our behalf at the Extraordinary General Meeting of the Company to be held on a fully virtual basis via the Online Meeting Platform hosted on Securities Services e-Portal at <https://sshsb.net.my/login.aspx> on Monday, 30 August 2021 at 10.45 a.m. or immediately following the conclusion or adjournment of the Forty-Third Annual General Meeting of THB scheduled to be held on the same day at 10.00 a.m., whichever is later.

\* Please strikethrough the words "the Chairman of the Meeting" if you wish to appoint some other person to be your proxy.

Resolution		FOR	AGAINST
<b>Ordinary Resolution 1</b>	<b>Proposed Acquisition</b>		
<b>Ordinary Resolution 2</b>	<b>Proposed Diversification</b>		

(Please indicate with a cross "X" in the space provided whether you wish your vote to be cast for or against the Resolution. If in the absence of specific directions, your proxy will vote or abstain from voting as he/she thinks fit).

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Signature of shareholder or Common Seal

**Notes:**

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- (ii) 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.
- (iii) 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.
- (iv) A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.  
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- (v) 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.
- (vi) The appointment of proxy(ies) may be made in hardcopy form or by electronic means as follow: -
  - i. In Hardcopy Form  
The instrument appointing a proxy or representative and the duly registered power of attorney or other authority (if any), under which it is signed or a duly notarized certified copy of that power or authority, shall be deposited at the Registered Office of the Company at No. 31, Jalan Bukit Angkat, Kawasan Perusahaan Bukit Angkat, 43000 Kajang, Selangor.
  - ii. By SSeP  
The Form of Proxy may also be lodged electronically via SSeP at <https://sshsb.net.my/login.aspx>  
(Please refer to the Administrative Guide for more details)
- in either case, not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
- (vii) 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.
- (viii) 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.
- (ix) Any alteration in this form must be initialled.



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AFFIX  
STAMP

The Company Secretaries

**TRANSOCEAN HOLDINGS BHD** [197701005709 (36747-U)]

NO. 31, Jalan Bukit Angkat

Kawasan Perusahaan Bukit Angkat

43000 Kajang

Selangor Darul Ehsan

Malaysia

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## REQUEST FOR CIRCULAR TO SHAREHOLDERS IN HARD COPY

Printed copy of Circular to Shareholders will be forwarded to shareholders by ordinary post as soon as reasonably practicable after the receipt of your request. The request must be directed to:

**Transocean Holdings Bhd.**

Address : Lot 2955, 2956 & 2957  
Jalan Perusahaan Sungai Lokan 3,  
Kawasan Perusahaan Sungai Lokan,  
13400 Butterworth,  
Penang

Telephone : 604-332 2650

Fax : 604-331 9771

Email : enquiry@transocean.com.my

Please send me a printed copy of Transocean Holdings Berhad Circular to Shareholders.  
Sila hantar satu salinan Circular to Shareholders Transocean Holdings Berhad kepada saya.

Name / Nama: \_\_\_\_\_

Address / Alamat: \_\_\_\_\_

\_\_\_\_\_

CDS Account No. / No. Akaun CDS: \_\_\_\_\_

Tel. No: \_\_\_\_\_

Signature of Shareholder / Tandatangan Pemegang Saham: \_\_\_\_\_



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AFFIX  
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The Company Secretaries

**TRANSOCEAN HOLDINGS BHD** [197701005709 (36747-U)]

NO. 31, Jalan Bukit Angkat

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