

PERISAI PETROLEUM TEKNOLOGI BHD

(Company No. 632811-X)

Incorporated in Malaysia

Minutes of the Eleventh (11th) Annual General Meeting of the Company held at Mahkota Ballroom II, Hotel Istana Kuala Lumpur City Centre, 73, Jalan Raja Chulan, 50200 Kuala Lumpur on Thursday, 19 June 2014 at 10.00 a.m.

BOARD OF DIRECTORS : YBhg Dato' Dr. Mohamed Ariffin Bin Hj. Aton (Chairman)
DYAM Raja Puan Muda Perak Dato' Seri DiRaja Tunku Soraya Binti Tuanku Abdul Halim
YBhg Dato' Yogesvaran A/L T. Arianayagam
YBhg Dato' Anwaruddin Ahamad Osman
Mr Chan Feoi Chun
Encik Zainol Izzet Bin Mohamed Ishak
Captain Adarash Kumar A/L Chranji Lal Amarnath

IN ATTENDANCE : Mr M. Chandrasegaran A/L S. Murugasu (Company Secretary)

BY INVITATION : As per attendance list

SHAREHOLDERS : As per attendance list

CHAIRMAN

The Chairman, Dato' Dr. Mohamed Ariffin Bin Hj. Aton welcomed the members and proxy holders to the 11th Annual General Meeting ("AGM") of the Company. He then introduced the Board members to the shareholders/proxy holders.

QUORUM

Dato' Chairman informed the Meeting that the Secretary has informed him that there was a quorum present in accordance with Article 54 of the Company's Articles of Association. Accordingly, Dato' Chairman then declared the Meeting duly convened and called the Meeting to order.

Before the business of the Meeting, the Chairman presented a corporate video highlighting the activities and achievements of the Company over the past year.

NOTICE

Dato' Chairman informed the Meeting that the notice of the 11th AGM as set out on pages 2 to 4 of the Annual Report was sent out to all shareholders on 28 May 2014. The notice was also advertised in The Star on 28 May 2014 and announced to Bursa Malaysia on 27 May 2014.

Since there was no objection, the notice convening the Meeting having been circulated to all members was taken as read.

Dato' Chairman then briefed the Meeting on the procedure to be followed in tabling and approving resolutions at the Meeting.

RESPONSE TO THE MINORITY SHAREHOLDER WATCHDOG GROUP'S ("MSWG") QUERIES

Prior to the agenda of the Meeting, the Chairman informed the Meeting that the Company had received queries from MSWG on 9 June 2014. He then invited Encik Zainol Izzet Bin Mohamed Ishak ("En Izzet Ishak"), the Company's Managing Director, to read out to the floor, the queries raised in MSWG's letter with regard to the Financial and Strategic matters as well as Corporate Governance matters and also the Company's responses in reply to their queries. MSWG's queries and the Company's responses are reproduced below:

Q1 It was stated in the Chairman's Statement that the Group's performance in the financial year ended 31 December 2013 across both revenue and profits were comparatively weaker compared to the financial year ended 31 December 2012 due to the Group's two key assets, "the Rubicone" and the derrick lay barge, "the Enterprise 3" saw the end of the charters in the later part of 2013. It was also stated that the Enterprise 3's contractual charter was extended for a few months. When would the Board be able to secure new contracts for these two assets and would there be any challenges?

A1 The Company is actively marketing and participating in bids for the two assets in Malaysia and ASEAN region. The Company is optimistic of greater visibility on potential contracts for these two assets in the second half of 2014. However, the challenges to secure contracts for these two assets were customary challenges, being competition, project timing, and the assets' suitability to project and geographical mobility.

Q2 We noted that the Perisai Pacific 101 has been contracted by Petronas Carigali. How significant would this contract be expected to contribute to the revenue and earnings of the Group for the financial year ended 31 December 2014?

A2 The contract is for a duration of 3 years with a total estimated contract value of USD158 million to be evenly generated over the 3 years contract term. The project is expected to commence in the third quarter of 2014 and contribute positively to the Group's revenue and earnings for the financial year 2014 and in the financial years within the duration of the contract.

Q3 What was the reason for the other income to decline from RM19.4 million to RM6 million in the financial year ended 31 December 2013?

A3 The year on year comparative decline stems from a one off recognition of a bargain purchase gain arising in the financial year ended 31 December 2012 amounting RM18.4 million, which contributed substantially to other income of RM19.4 million. This purchase gain relates to the acquisition of Garuda Energy (L) Inc, the asset owner of the mobile offshore production unit, Rubicone. In the following financial year ended 31 December 2013, the amount of other income arises primarily from a gain on foreign exchange amounting to RM4.8 million.

Q4 What was the nature of impairment loss on investment in subsidiaries of RM29 million in the financial year ended 31 December 2013?

A4 The impairment loss of RM29 million in the financial year ended 31 December 2013 arose from the write down of the carrying amount of investment in subsidiaries which became

inactive during the financial year or with insignificant business to their estimated recoverable amount. The impairment loss was made following the capitalisation of amounts owing by these subsidiaries to the Company amounting to RM29 million during financial year and the impairment loss was recognised in the Company's account and did not have any financial impact to the Group's financial statements.

Encik Izzet Ishak continued to inform the Meeting that the Company noted and accepted MSWG's recommendation on the Minutes of the Annual General Meeting to be published on the Company's website to be in line with the spirit of transparency and good Corporate Governance practices based on the ASEAN Corporate Governance Scorecard which is being used to assess the level of Corporate Governance standards of Public Listed Companies in Malaysia by the MSWG.

Upon completing responding to the queries of MSWG, En. Izzet Ishak then handed over the conduct of the proceedings back to the Chairman.

BUSINESS OF THE MEETING

1. REPORTS AND FINANCIAL STATEMENTS

The Chairman informed the Meeting that the 1st item on the Agenda i.e. "To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Directors' and Auditors' Reports thereon" was meant for discussion only as the provisions of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence, would not be put forward for voting. The Chairman then welcomed questions from the floor.

The questions were raised by a shareholder, Mr Phang Ah Kow and were duly answered by the Managing Director, En. Izzet Ishak as per "Annexure I" attached.

There being no further questions pertaining to the Audited Financial Statements, the Chairman declared the Audited Financial Statements for the financial year ended 31 December 2013 be duly received.

2. DIRECTORS' FEES - ORDINARY RESOLUTION 1

Dato' Chairman requested for a proposer and a seconder from the floor to propose that the Directors' Fees be approved.

The following resolution was duly proposed by Mr Phang Ah Kow (shareholder) and seconded by Mr Engatramana A/L Reddennah (shareholder) and was put to vote by a show of hands:-

"To approve the payment of Directors' Fees for financial year ended 31 December 2013."

He then welcomed questions from the floor.

Since there was no question raised, the resolution was then put to vote by a show of hands.

The members/proxies present unanimously voted for the aforesaid resolution. Dato' Chairman declared Ordinary Resolution 1 unanimously carried.

**3. RE-ELECTION OF DIRECTOR – DATO' YOGESVARAN A/L T. ARIANAYAGAM
- ORDINARY RESOLUTION 2**

Dato' Chairman requested for a proposer and a seconder from the floor to propose that the re-election of Dato' Yogesvaran A/L T. Arianayagam as a Director of the Company be approved.

The following resolution was duly proposed by Mdm Tan Phek Quan (shareholder) and seconded by Mr Chua Say Hand (shareholder) and was put to vote by a show of hands:-

“To re-elect Dato' Yogesvaran A/L T. Arianayagam, retiring in accordance with Article 93 of the Company's Articles of Association and being eligible, had offered himself for re-election.”

He then welcomed questions from the floor.

Since there was no question raised, the resolution was then put to vote by a show of hands.

The members/proxies present unanimously voted for the aforesaid resolution. Dato' Chairman declared Ordinary Resolution 2 unanimously carried.

**4. RE-ELECTION OF DIRECTOR – MR CHAN FEOI CHUN
- ORDINARY RESOLUTION 3**

Dato' Chairman requested for a proposer and a seconder from the floor to propose that the re-election of Mr Chan Feoi Chun as a Director of the Company be approved.

The following resolution was duly proposed by Mr Chua Say Hand (shareholder) and seconded by Mr Phang Ah Kow (shareholder) and was put to vote by a show of hands:-

“To re-elect Mr Chan Feoi Chun, retiring in accordance with Article 93 of the Company's Articles of Association and being eligible, had offered himself for re-election.”

He then welcomed questions from the floor.

Since there was no question raised, the resolution was then put to vote by a show of hands.

The members/proxies present unanimously voted for the aforesaid resolution. Dato' Chairman declared Ordinary Resolution 3 unanimously carried.

**5. RE-APPOINTMENT OF DIRECTOR – DATO' ANWARRUDDIN AHAMAD OSMAN
- ORDINARY RESOLUTION 4**

Dato' Chairman requested for a proposer and a seconder from the floor to propose that the re-appointment of Dato' Anwarruddin Ahamad Osman as a Director of the Company be approved.

The following resolution was duly proposed by Mr Phang Ah Kow (shareholder) and seconded by Mr Engatramana A/L Reddennah (shareholder) and was put to vote by a show of hands:-

“To re-appoint Dato’ Anwarrudin Ahamad Osman who retires pursuant to Section 129 of the Companies Act, 1965 and to hold office until the conclusion of the next Annual General Meeting of the Company.”

He then welcomed questions from the floor.

Since there was no question raised, the resolution was then put to vote by a show of hands.

The members/proxies present unanimously voted for the aforesaid resolution. Dato’ Chairman declared Ordinary Resolution 4 unanimously carried.

**6. RE-APPOINTMENT OF AUDITORS
- ORDINARY RESOLUTION 5**

Dato’ Chairman requested for a proposer and a seconder from the floor to propose that the re-appointment of Messrs Baker Tilly AC as Auditors of the Company be approved.

The following resolution was duly proposed by Mdm Tan Phek Quan (shareholder) and seconded by Mr Chua Say Hand (shareholder) and was put to vote by a show of hands:-

“To re-appoint Messrs Baker Tilly AC as Auditors of the Company and to authorise the Directors to fix their remuneration.”

He then welcomed questions from the floor.

Since there was no question raised, the resolution was then put to vote by a show of hands.

The members/proxies present unanimously voted for the aforesaid resolution. Dato’ Chairman declared Ordinary Resolution 5 unanimously carried.

**7. PROPOSED RENEWAL OF AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965
- ORDINARY RESOLUTION 6**

Dato’ Chairman informed the Meeting that the Ordinary Resolution 6 is to seek renewal of the mandate from shareholders, to give flexibility to the Board of Directors (“Board”) to issue and allot shares in the Company up to an amount not exceeding in total 10% of the issued and paid up capital of the Company, at any time in their absolute discretion and for such purposes as the Board consider would be in the interest of the Company without convening a general meeting. The authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

He then informed the Meeting that following the mandate granted to the Board at the previous 10th Annual General Meeting held on 25 June 2013, the Company had issued 108,419,998 new ordinary shares of RM0.10 each equivalent to 10% of the issued share capital of the Company by way of a private placement.

Dato' Chairman requested for a proposer and a seconder from the floor to propose that the proposed renewal of authority to issue shares pursuant to Section 132D of the Companies Act, 1965 be approved.

The following resolution was duly proposed by Mr Chua Say Hand (shareholder) and seconded Encik Yasser Helmy Bin Hj Yaakob (proxy holder) and was put to vote by a show of hands:-

“THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time 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 percent (10%) of the issued share capital of the Company there at AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company AND THAT the Directors be and are hereby also empowered to obtain the approval of Bursa Malaysia Securities Berhad for the listing of and quotation of the additional shares so issued.”

He then welcomed questions from the floor.

The following question was raised by Mr Phang Ah Kow (shareholder) and was duly answered by the Managing Director, Encik Izzet Ishak as follows:-

Q: What was the discount rate per placement share?

A: The issue price of the placement share was RM1.53 per share which is a discount of approximately 2.49% over the five (5)-day volume weighted average market price of Perisai Shares up to and including 1 April 2014 of RM1.5690 per Perisai Share. Since there was no further question raised, the resolution was then put to vote by a show of hands.

Majority of the members/proxies present voted in favour of the aforesaid resolution. Hence, Dato' Chairman declared Ordinary Resolution 6 carried.

8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE - ORDINARY RESOLUTION 7

Dato' Chairman informed the Meeting that the proposed Ordinary Resolution 7 is to seek the approval of the Shareholders for the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature and proposed new shareholders' mandate for new recurrent related party transactions of a revenue or trading nature with related parties (“Proposal”). He added that the details of the Proposal, the list of related parties and the list of recurrent related party transactions are provided in the Circular to Shareholders dated 28th May 2014 which was despatched together with the Company's 2013 Annual Report.

He further informed the Meeting that the authority conferred by the Proposal, if approved, shall continue to be in force until the next AGM or the end of the period when the next AGM is to be held or revoked by shareholders' resolution whichever is the earlier.

He highlighted that the interested Directors namely, Encik Izzet Ishak and Captain Adarash Kumar A/L Chranji Lal Amarnath had abstained from all Board deliberation, approving and voting in respect of their direct and/or indirect shareholdings in Perisai. Both have further undertaken that they will ensure that persons connected with them will abstain from voting the Proposal at this AGM.

He further highlighted that the interested major shareholders namely, HCM Logistics Limited, Emas Offshore Malaysia Sdn Bhd, EOC Limited and Ezra Holdings Limited will abstain from voting on this resolution and they have undertaken to ensure that persons connected to them will abstain from voting on this resolution in respect of their direct and indirect shareholdings.

Dato' Chairman requested for a proposer and a seconder from the floor to propose that Ordinary Resolution 7 be approved.

The following resolution was duly proposed by Mr Phang Ah Kow (shareholder) and seconded by Mr Chua Say Hand (shareholder) and was put to vote by show of hands:-

“THAT, pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Directors of the Company and its subsidiaries (“the Group”) to enter into and give effect to the specified recurrent related party transactions of a revenue or trading nature and with the specified classes of related parties as set out in Section 2.3 of the Circular to Shareholders dated 28 May 2014, provided that:-

- (i) such arrangements and/or transactions are necessary for the Group's day-to-day operations;
- (ii) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public;
- (iii) such arrangements and/or transactions are not detrimental to the non-interested shareholders of the Company; and
- (iv) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:-
 - (a) the related transacting parties and their respective relationship with the Company; and
 - (b) the nature of the recurrent transactions.

AND THAT such authority shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the general meeting at which such mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the meeting;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting of the Company.

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 such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution.”

He then welcomed questions from the floor.

Since there was no question raised, the resolution was then put to vote by a show of hands.

The members/proxies present unanimously voted for the aforesaid resolution. Dato' Chairman declared Ordinary Resolution 7 unanimously carried.

9. CONCLUSION

Since there was no other business to discuss, the Meeting was concluded at 10.45 a.m. with a vote of thanks to the Chair.

CONFIRMED TRUE RECORD



DATO' DR. MOHAMED ARIFFIN BIN HJ. ATON
CHAIRMAN

“Annexure I”

Q1 What is the total number of staff the Company plans to employ and how many are to be assigned to the technical division?

A1 The Company plans to recruit 400 staff, out of which about 250 staff are earmarked to be under the technical division.

Q2 How many foreign staff are there in the technical division?

A2 Twenty foreign staffs are employed in the technical division.

Q3 Where are the Company’s business activities being carried out?

A3 Currently, all businesses of the Company are carried out in Malaysia.

Q4 What is the average age of the offshore support vessels (“OSV”)?

A4 The average age of the OSV fleet is below 10 years whilst the jack-up drilling rigs are new.

Q5 How are the OSVs being maintained?

A5 The maintenance of the OSVs is carried out periodically.

Q6 What is the financial gearing of the Group?

A6 The financial gearing of the Perisai Group is 0.4 times as at 31 December 2013.

Q7 What is the Capital Expenditure (“CAPEX”) of the Group?

A7 For the next 3 years, the Capex of the Group would amount to approximately USD640 million largely arising from the construction of the 3 jackup drilling rigs