

## **PERISAI PETROLEUM TEKNOLOGI BHD.**

(Company No. 632811-X)

**MINUTES OF THE FOURTEENTH ANNUAL GENERAL MEETING OF PERISAI PETROLEUM TEKNOLOGI BHD. (“PERISAI” OR “THE COMPANY”) HELD AT MAHKOTA BALLROOM II, HOTEL ISTANA KUALA LUMPUR CITY CENTRE, 73, JALAN RAJA CHULAN, 50200 KUALA LUMPUR ON THURSDAY, 23 NOVEMBER 2017 AT 10.00 A.M.**

### **Present:**

#### **Directors**

YBhg Dato’ Anwarrudin Bin Ahamad Osman

YBhg Datuk Zainol Izzet Bin Mohamed Ishak

YBhg Dato’ Yogesvaran A/L T. Arianayagam

YBhg Dato’ Dr. Mohamed Ariffin Bin Hj. Aton

Mr Chan Feoi Chun

Captain Adarash Kumar A/L Chranji Lal Amarnath

Duli Yang Amat Mulia Raja Puan Muda Perak

Dato’ Seri Diraja Tunku Soraya Binti Tuanku Abdul Halim

#### **In Attendance**

Ms Tai Yit Chan - Company Secretary

#### **By Invitation**

Mr Yeo Peck Chin	- Chief Financial Officer
Mr Lai Swee Sim	- Head, Corporate Planning
Mr Daniel Chow Hau Mun	- Head, Legal and Corporate Secretarial
Dato’ Derrick Fernandez	- Representing Sage 3 Capital Sdn Bhd
Mr N. Ravindran	- Representing Sage 3 Capital Sdn Bhd
Mr Lee Kong Weng	- Representing Baker Tilly Monteiro Heng
Ms Chia Mei Thee	- Representing Boardroom Corporate Services (KL) Sdn Bhd
Ms Chow Yeen Teng	- Representing Boardroom Corporate Services (KL) Sdn Bhd

#### **Shareholders**

As per the Attendance Lists attached.

#### **Proxies**

As per the Attendance Lists attached.

## **CHAIRMAN**

The Chairman, YBhg Dato' Anwarrudin Bin Ahamad Osman called the Meeting to order at 10.00 a.m. and welcomed all members present to the Meeting.

## **PRESENTATION BY SAGE 3 CAPITAL SDN BHD**

Mr N. Ravindran, the partner from Sage 3 Capital Sdn Bhd ("Sage 3 Capital") presented a brief update on the Company's Proposed Debt Restructuring Exercise ("Proposed Restructuring"), the salient items were highlighted as follows:-

- i) Oil prices have averaged USD50 per barrel over the past six (6) months and charter prices are beginning to recover in tandem.
- ii) The share price of major oil and gas companies are showing an average share price recovery of 31.7% from last year.
- iii) Successfully obtained extension of drilling contract and pursuing several options to secure a new Floating Production Storage and Offloading ("FPSO") contract.
- iv) Restructuring under the aegis of Corporate Debt Restructuring Committee ("CDRC") with a full complement of advisors and a clear timeline to submit regularisation plan.
- v) Recovery in oil price has gradually revived activities in Oil and Gas sector; drilling segment sought a higher utilisation rate amid recovery of charter rate from 60 thousand per day to 75,000 per day.
- vi) The Company to solve its problems in the following manner:-
  - a) The Managing Director, Datuk Zainol Izzet Bin Mohamed Ishak ("Datuk Izzet") and the management team are committed to stay and resolve problems.
  - b) Using CDRC as the forum to mediate resolution between creditors and the Company.
  - c) Focus on businesses that Perisai excels in i.e. Drilling and Production ("FPSO").
  - d) Proposed Regularisation Plan ("the Plan") addresses:-
    - Strengthening the balance sheet – rights issues, sale of assets, debt to equity conversion.
    - Return to profitability – new and renewal of existing contracts, concession from banks (lower interest rates and waive of penalty interest), liquidate loss making subsidiaries.
    - Improving cash flow – debt to equity conversion, longer repayment tenures, flexibility in repayment.

vii) The timeline for completion of the Plan is as follows:-

- a) To submit the Plan to Bursa Malaysia Securities Berhad (“Bursa Securities”) by first quarter of 2018.
- b) Detailed implementation timeline will be issued after approval from regulators.
- c) Creditors’ meeting prior to Restraining Order expiration.
- d) Timeline will be included in the circular to shareholders.
- e) Extraordinary General Meeting to approve the circular after obtaining approval from Bursa Securities.
- f) Completion would be expected within 12 months from Bursa Securities approval.

viii) The confidence of a successful restructuring was due to the following:-

- a) Business is fundamentally viable and business conditions are improving.
- b) Feedback from creditors is positive.
- c) Experienced team of advisors and commitment from the Company’s Board of Directors and management.
- d) Management’s track record in the industry.
- e) Sound restructuring process.

Subsequent to the presentations by Mr N. Ravindran, a number of shareholders and proxies made comments and sought clarification on various issues which were succinctly addressed by Sage 3 Capital and the Board of Directors. The following queries were raised by the shareholders:-

- 1)
  - a) Why the plan has not been finalised.
  - b) The confidence in the withdrawal from PN17 status.
  - c) The probability of success in the restructuring.

Sage 3 Capital’s response:-

The restructuring exercise in Malaysia would normally take approximately 12 to 24 months to complete. Most of the creditor banks were in favour of the Proposed Restructuring and did not initiate winding up process on the Company notwithstanding the Restraining Order, which implies their confidence in the Company.

Fifty percent (50%) of Sage 3 Capital fees would be converted into equities reflecting its confidence in the restructuring of the Company. The Company is optimistic on the restructuring with the Proposed Restructuring Scheme as difficult issues have been resolved after several meetings with the creditors in the past twelve (12) months.

- 2) The withdrawal of the Restraining Order.

Sage 3 Capital’s response:-

The Restraining Order which expires in May 2018 has not been withdrawn and it would be monitored carefully.

- 3) The consequences/implications of fluctuating oil prices.

Sage 3 Capital's response:-

The volatility of oil price has been considered and taken into account in the assessment of cash flow and financial performance of the Company.

- 4) With extension of time, whether the Company has secured new orders or contracts.

Sage 3 Capital's response:-

Despite the restructuring which has yet to be completed and extension of time has been granted, the Company still managed to secure an extended contract from Petronas Carigali Sdn Bhd ("PCSB").

Datuk Izzet has successfully managed to obtain an extension in the Perisai Pacific (L) Inc 101 contract with PCSB in which the creditors were surprised based on the current difficult situation. Sage 3 Capital would only accept restructuring assignments which in their opinion stand a 100% chance of success, which further supports their confidence in the Company.

Furthermore, the Company recorded positive operating cash flow and positive earnings before interest, tax, depreciation and amortisation.

- 5) a) What the Company plans to do as the Restraining Order is not permanent and can be challenged.
- b) Whether creditors are willing to take a hair cut in the Debt Restructuring discussed with CDRC.
- c) Whether all the assets are fully impaired and are there further impairment that will affect the Balance Sheet.
- d) Whether there are plans for rights issue.
- e) Actions to be taken should the Plan be not approved by February 2018.

Sage 3 Capital's response:-

With proposals of negotiations sent to all creditors, the debt viability which carries approximately USD400 million could be reduced and the outcome would be known by mid December. The Court would look into the majority wish of the creditors and not the individual creditors.

In accordance with Section 366 of the Companies Act 2016, which states that a meeting held pursuant to an order of the Court may be adjourned if the resolution for adjournment is approved by seventy-five per centum of the total value of creditors or class of creditors or the members or class of members present and voting either in person or by proxy at the meeting. Substantive discussions have been made with the

banks and three (3) major banks were very supportive. As such, it was confident that the seventy-five percent (75%) of the total value of creditors could be achieved.

In regards to impairments, all the necessary impairments have been made, as disclosed as in the Audited Financial Statements for the financial period ended 30 June 2017 after discussions with the auditor.

In regards to the rights issue, information could not be disclosed until proper announcement has been made to Bursa Securities.

- 6) The consequences should the contract from Petronas expires and the assets are not utilise.

Chairman's response:-

The contract from Petronas has been extended to April 2019 and the Company is looking into all other possibilities, areas, new ventures and would also participate in tenders within the region.

Before Dato' Chairman proceeded to the first agenda of the Fourteenth Annual General Meeting ("14th AGM"), Dato' Chairman requested the Company Secretary to confirm the quorum of the 14th AGM.

## **QUORUM**

The Secretary, Ms Tai Yit Chan, confirmed that a quorum was present for the Meeting. With that, Dato' Chairman declared the Meeting duly constituted.

## **NOTICE**

The Notice convening the Meeting, having been circulated within the prescribed period, was with the permission of the Meeting taken as having been read and Dato' Chairman proceeded with the business of the Meeting.

## **SUMMARY OF PROXIES RECEIVED**

As part of good governance, Dato' Chairman informed the members that the Company had received in total 331 proxy forms from shareholders for a total of 6,558,687 ordinary shares representing 0.52% of the total number of issued shares of the Company.

Out of those, one shareholder has appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented are 129,600 representing 0.01% of the issued share capital of the Company.

**AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2017 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS' THEREON**

The Audited Financial Statements of the Company for the financial period ended 30 June 2017 together with the Reports of the Directors and Auditors thereon ("AFS 2017") were tabled for discussion.

Dato' Chairman informed the members that the AFS 2017 were meant for discussion only as the provision of Section 340 of the Companies Act 2016 does not require a formal approval by the shareholders.

Dato' Chairman then invited questions from the floor in respect of the AFS 2017. The shareholders made comments and sought clarification on various issues which were succinctly addressed by the Board of Directors. The salient issues raised were as follows:-

1) a) Page 71 – Statements of Profit and Loss and Other Comprehensive Income

The administrative expenses have increased tremendously to RM49.0 million.

b) Page 41 – Directors' Remuneration

The total Directors' remuneration for Executive Directors was approximately RM3.6 million and Non-Executive Directors was approximately RM1.2 million. Whether the Non-Executive Directors are willing to take a hair cut from their remuneration.

Managing Director's response:-

The total amount of administrative expenses could not be comparable with the preceding year as it was for eighteen months for two (2) financial periods i.e. 1 January 2016 to 31 December 2016 and 1 January 2017 to 30 June 2017. The administrative expenses have actually decreased and the Directors' fees and staff salaries have been frozen. The Directors have already taken a cut as compared to the previous two (2) years and all the staff has no increment and bonus.

2) Page 133 – Notes to Financial Statements - Loans and Borrowings

Majority of the loans and borrowings were between two (2) to five (5) years and were classified from non-current liabilities to current liabilities

Managing Director's response:-

Since the Company has been classified as PN17, all the loans and borrowings were due immediately and were classified as current liabilities due to the Company's inability to settle the Multi Currency Term Notes. There was a cross default clause stipulated in all Loan Agreements that should there be default in a loan, all other loans would become due and payable.

### 3) Page 104 – Employees Benefits Expense

The wages and salaries have increased from RM9.0 million to RM31.0 million.

#### Chief Financial Officer's response:-

The increase in staff costs was mainly due to the recruitment of internal staff to operate the rigs which is more economical as previously the rigs were operated and managed by third parties.

After having addressed the questions raised, it was recorded that the Audited Financial Statements of the Company for the financial period ended 30 June 2017 have been duly tabled and received by the shareholders.

## **POLL PROCEDURE**

Dato' Chairman then informed the Meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice of the 14th AGM must be voted by way of poll. Accordingly, Dato' Chairman proposed for a poll to be taken on all the resolutions set forth in the Notice of the 14th AGM pursuant to Article 59 of the Company's Constitution. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the electronic polling process and Mega Business Consultancy as the Independent Scrutineer to verify the poll results.

Dato' Chairman then invited the Poll Administrator from Mega Corporate Services Sdn. Bhd. to explain on the electronic polling procedures and the house keeping rules for the electronic poll voting process.

After the briefing of the electronic polling procedures, Dato' Chairman then proceeded with the business of the 14th AGM.

## **ORDINARY RESOLUTION 1**

### **PAYMENT OF DIRECTORS' FEES AND BENEFITS PAYABLE**

On the proposal by Cik Sahana Salihin and seconded by Ms Tan Sheue Ping, Dato' Chairman put the Ordinary Resolution 1 to the Meeting to be voted by poll.

The results of the poll for the Ordinary Resolution 1 were as follows:-

Ordinary Resolution 1	Votes in favour		Votes against		Results
	No. of votes	%	No. of votes	%	
Payment of Directors' fees of RM556,050 for the financial period from 1 January 2016 to 30 June 2017 and benefits of RM15,500 payable for the period from 31 January 2017 to 30 June 2017.	5,785,757	74.16	2,015,518	25.84	Carried

It was RESOLVED:-

THAT the payment of Directors' fees of RM556,050 for the financial period from 1 January 2016 to 30 June 2017 and benefits of RM15,500 payable for the period from 31 January 2017 to 30 June 2017 be and is hereby approved.

**ORDINARY RESOLUTION 2**  
**PAYMENT OF DIRECTORS' FEES AND BENEFITS PAYABLE FROM 1 JULY 2017 UNTIL THE NEXT ANNUAL GENERAL MEETING**

On the proposal by Mr Ho Yueh Weng and seconded by Mr Pang Chin Choy, Dato' Chairman put the Ordinary Resolution 2 to the Meeting to be voted by poll.

The results of the poll for the Ordinary Resolution 2 were as follows:-

Ordinary Resolution 2	Votes in favour		Votes against		Results
	No. of votes	%	No. of votes	%	
Payment of Directors' fees and benefits payable to Directors up to an aggregate amount of RM617,700 from 1 July 2017 until the next Annual General Meeting.	5,785,757	74.16	2,015,518	25.84	Carried

It was RESOLVED:-

THAT the payment of Directors' fees and benefits payable to Directors up to an aggregate amount of RM617,700 from 1 July 2017 until the next Annual General Meeting of the Company be and is hereby approved.

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

On the proposal by Ms Anne Vimala A/P K. Rajaratnam and seconded by Mr Gopalan Supramaniam, Dato' Chairman put the Ordinary Resolution 3 to the Meeting to be voted by poll.



The results of the poll for the Ordinary Resolution 3 were as follows:-

<b>Ordinary Resolution 3</b>	<b>Votes in favour</b>		<b>Votes against</b>		<b>Results</b>
	<b>No. of votes</b>	<b>%</b>	<b>No. of votes</b>	<b>%</b>	
Re-election of Dato' Yogesvaran A/L T. Arianayagam as Director.	7,560,775	96.92	240,500	3.08	Carried

It was RESOLVED:-

THAT Dato' Yogesvaran A/L T. Arianayagam who retired pursuant to Article 93 of the Company's Constitution be and is hereby re-elected as Director of the Company.

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

On the proposal by Mr Paramendran A/L Vijayaratnam and seconded by Mr Pang Chin Choy, Dato' Chairman put the Ordinary Resolution 4 to the Meeting to be voted by poll.

The results of the poll for the Ordinary Resolution 4 were as follows:-

<b>Ordinary Resolution 4</b>	<b>Votes in favour</b>		<b>Votes against</b>		<b>Results</b>
	<b>No. of votes</b>	<b>%</b>	<b>No. of votes</b>	<b>%</b>	
Re-election of Mr. Chan Feoi Chun as Director.	7,620,775	97.69	180,500	2.31	Carried

It was RESOLVED:-

THAT Mr. Chan Feoi Chun who retired pursuant to Article 93 of the Company's Constitution be and is hereby re-elected as Director of the Company.

#### **ORDINARY RESOLUTION 5 RE-APPOINTMENT OF DIRECTOR - DATO' ANWARRUDIN BIN AHAMAD OSMAN**

On the proposal by Encik Camalxaman Bin Md Nor and seconded by Mr Pang Chin Choy, Dato' Chairman put the Ordinary Resolution 5 to the Meeting to be voted by poll.

The results of the poll for the Ordinary Resolution 5 were as follows:-

<b>Ordinary Resolution 5</b>	<b>Votes in favour</b>		<b>Votes against</b>		<b>Results</b>
	<b>No. of votes</b>	<b>%</b>	<b>No. of votes</b>	<b>%</b>	
Re-appointment of Dato' Anwarrudin Bin Ahamad Osman as Director.	7,620,775	97.69	180,500	2.31	Carried

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It was RESOLVED:-

THAT Dato' Anwarrudin Bin Ahamad Osman who retired at the conclusion of the 14th AGM be and is hereby re-appointed as Director of the Company.

**ORDINARY RESOLUTION 6  
RE-APPOINTMENT OF DIRECTOR - DATO' DR. MOHAMED ARIFFIN BIN  
HAJI ATON**

On the proposal by Mr Gopalan Supramaniam and seconded by Mr Pang Chin Choy, Dato' Chairman put the Ordinary Resolution 6 to the Meeting to be voted by poll.

The results of the poll for the Ordinary Resolution 6 were as follows:-

Ordinary Resolution 6	Votes in favour		Votes against		Results
	No. of votes	%	No. of votes	%	
Re-appointment of Dato' Dr. Mohamed Ariffin Bin Haji Aton as Director.	7,560,775	96.92	240,500	3.08	Carried

It was RESOLVED:-

THAT Dato' Dr. Mohamed Ariffin Bin Haji Aton who retired at the conclusion of the 14th AGM be and is hereby re-appointed as Director of the Company.

**ORDINARY RESOLUTION 7  
APPOINTMENT OF AUDITORS**

At this juncture, a shareholder raised the following queries:

- Why the auditor did not express a qualified or modified opinion to the Audited Financial Statements in view that the Company is facing two (2) critical issues i.e. default in loans and PN 17 status.
- The Auditors' duty to the shareholders to deliver a clearer message on the risks and by issuing a modified opinion could deliver a clearer message and warn the shareholders of the consequences.
- The last sentence in the statement on Material Uncertainty Related to Going Concern ('the Statement') i.e. "Our opinion is not modified in respect of this matter" should be deleted as the shareholders could misinterpret.

Baker Tilly Monteiro Heng's response:-

Mr Lee Kong Weng, the Partner from Messrs Baker Tilly Monteiro Heng explained that the Statement was issued in respect of the Company's AFS 2017 to highlight the conditions of

the material uncertainty due to the ongoing restructuring and would depend on the development of the restructuring. As such, material uncertainty was not considered a modified opinion.

As required and in accordance with the International Standard of Auditing (“ISA”), the paragraph on risk of going concern has been indicated in the AFS 2017 and this paragraph would draw the attention of the shareholders. This paragraph would not exist for companies with no issue on material uncertainty.

He further explained that modified opinion would only be considered if the auditors could not carry out their necessary works and there is disagreement with management.

The last sentence in the Statement could not be deleted as it is guided and provided for in the ISA and Malaysian Institute of Accountants.

After due discussions, on the proposal by Ms Flora Wilbert and seconded by Mr Paramendran A/L Vijayarajnam, Dato’ Chairman put the Ordinary Resolution 7 to the Meeting to be voted by poll.

The results of the poll for the Ordinary Resolution 7 were as follows:-

Ordinary Resolution 7	Votes in favour		Votes against		Results
	No. of votes	%	No. of votes	%	
Appointment of Messrs Baker Tilly Monteiro Heng as Auditors of the Company.	7,720,775	98.97	80,500	1.03	Carried

It was RESOLVED:-

THAT Messrs Baker Tilly Monteiro Heng be and are hereby appointed as Auditors of the Company and that the Directors be authorised to fix their remuneration.

**ORDINARY RESOLUTION 8  
 RENEWAL OF AUTHORITY UNDER SECTIONS 75 AND 76 OF THE  
 COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES**

At this juncture, a shareholder raised the following queries:-

- a) Why there is a need for the mandate for the Directors to allot and issue shares.
- b) The total cost for the completion of the restructuring exercise.

Managing Director’s response:-

The reason to seek shareholders’ mandate for the Directors to allot and issue shares is for flexibility purposes. There would be no specific plan to allot and issue new shares.

The total costs of advisors is approximately RM150,000.00 per month with a success fee of 0.5% of the debt in line with market rate which would be paid partially by cash and shares.

After due discussions, on the proposal by Ms Tan Sheue Ping and seconded by Ms Anne Vimala A/P K. Rajaratnam, Dato' Chairman put the Ordinary Resolution 8 to the Meeting to be voted by poll.

The results of the poll for the Ordinary Resolution 8 were as follows:-

Ordinary Resolution 8	Votes in favour		Votes against		Results
	No. of votes	%	No. of votes	%	
Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.	5,845,775	74.93	1,955,500	25.07	Carried

It was RESOLVED:-

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

#### **ORDINARY RESOLUTION 9 RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

On the proposal by Ms Koh Hwei Ling and seconded by Cik Sahana Salihin, Dato' Chairman put the Ordinary Resolution 9 to the Meeting to be voted by poll.

The results of the poll for the Ordinary Resolution 9 were as follows:-

Ordinary Resolution 9	Votes in favour		Votes against		Results
	No. of votes	%	No. of votes	%	
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.	6,161,775	78.98	1,639,500	21.02	Carried

It was RESOLVED:-

THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to 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 with the specified classes of related parties as set out in Section 2.3 of the Circular to Shareholders dated 30 October 2017 (the "Circular"), 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 and are carried out at arm's length basis 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 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) revoked or varied by resolution passed by the shareholders in a 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."

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**CONCLUSION**

There being no other matters, the Meeting concluded at 11.55 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD



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**YBHG DATO' ANWARRUDIN BIN AHAMAD OSMAN**  
CHAIRMAN