

PERISAI PETROLEUM TEKNOLOGI BHD.

(Company No. 632811-X)

MINUTES OF THE FIFTEENTH 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, 29 NOVEMBER 2018 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

IN ATTENDANCE

Ms Tai Yit Chan - Company Secretary

BY INVITATION

As per Attendance List

The list of shareholders and proxies who attended the Meeting are set out in the Attendance Lists attached and shall form an integral part of this Minutes.

1) 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.

2) 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 regularisation plan (“Proposed Regularisation Plan”), the salient items were highlighted as follows:-

I) SOLVING DEBT PROBLEM

- a) Within the last twelve (12) months, PPTB reached an agreement with six (6) banks and approximately 300 MTN holders to reduce the debt of approximately USD400 million to USD250 million, with a repayment period of eight (8) years, at a lower interest rate.
- b) USD250 million is a sustainable debt level for PPTB and could be repaid vide revenue generated from the PP101 Rig and Perisai Kamelia FPSO.
- c) Non-core assets and non-operating subsidiaries should be disposed and the business would be streamlined.

II) SHARE PRICE AND WHAT NEEDS TO BE DONE

- a) Share prices normally would increase upon the completion of the restructuring exercise as the Company would be financially stronger.
- b) Recoveries of PPTB would be a claim of USD43 million vide the put option.
- c) Critical for the FPSO to be redeployed given its strong revenue generation capability i.e. the largest asset on the balance sheet.

III) MILESTONES THAT SHAREHOLDERS WOULD NEED TO WATCH OUT

- a) To execute Settlement Agreements.
- b) To obtain Bursa Malaysia Securities Berhad and Securities Commission Malaysia's approval.
- c) To convene Extraordinary General Meeting to obtain shareholders' approval for issuance of new shares and instruments to creditors.
- d) Court Sanction only after FPSO contract is secured – creditors to waive a portion of the debt and accept instruments as part settlement.

Subsequent to the presentation by Mr N. Ravindran, the following enquiries were addressed:-

- a) When would the Proposed Regularisation Plan be finalised?
- b) What would be the amount of additional impairment the Company need to declare?

Sage 3 Capital's response:-

The Proposed Regularisation Plan is a complex case and hopefully it would be completed within the next twelve (12) months. There was tremendous compromise from the banks for the Company to continue and the Proposed Regularisation Plan could be finalised once the contract for the FPSO is secured.

On the issue of impairment, the Company would rely on valuation reports and professional judgment from valuers and Management would continuously monitor the impairment with the assistance from the advisors.

Managing Director's response:-

The Managing Director, Datuk Izzet highlighted that Management has been marketing the assets of the Company for approximately one and a half years. In view of the improvement in oil price this year, the Company has received various enquiries from companies within and outside of Malaysia and hopefully, the FPSO contract could be secured by next year.

Before Dato' Chairman proceeded to the first agenda of the 15th AGM, Dato' Chairman requested the Company Secretary to confirm the quorum of the 15th AGM.

3) **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.

4) **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.

5) **SUMMARY OF PROXIES RECEIVED**

As part of good governance, Dato' Chairman informed the members that the Company had received in total 208 proxy forms from shareholders for a total of 142,007,182 ordinary shares representing 11.26% of the total number of issued share capital of the Company.

Out of those, two shareholders had appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented were 159,600 representing 0.01% of the issued share capital of the Company.

6) RESOLUTIONS TO BE VOTED BY POLL

Dato' Chairman 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 15th 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 15th 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.

7) AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS' THEREON

The Audited Financial Statements of the Company for the financial year ended 30 June 2018 together with the Reports of the Directors and Auditors thereon ("AFS 2018") were tabled for discussion.

Dato' Chairman informed the members that the AFS 2018 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 2018 and the following issues raised were duly addressed by the Managing Director:-

i) Page 6 of Annual Report 2018 ("AR 2018") - Revenue

The revenue for Year 2017 of RM275,587,000.00 was for the period of one and a half years (i.e. 18 months).

ii) Page 74 of AR 2018 – Indemnity Coverage and Insurance Paid

The total amount of indemnity coverage was RM15.0 million and the total insurance premium paid was RM21,770.00.

iii) Page 134 of AR 2018 – Impairment on Trade Receivables

The total impairment of RM119.1 million was for the outstanding charter receipts due to one of the Company's subsidiaries.

On a separate issue, one of the proxies expressed his hope that the Proposed Regularisation Plan could be implemented within the stipulated time frame and that the Board of Directors would try their very best for the Company.

To this, the Chairman highlighted that all the Board members and Management were working very hard and hopefully some good news could be delivered to the shareholders in due course.

After having addressed all the questions raised, it was recorded that the Audited Financial Statements of the Company for the financial year ended 30 June 2018 have been duly tabled and received by the shareholders.

8) **DIRECTORS' FEES AND BENEFITS PAYABLE**

On the enquiry by a shareholder whether the directors' fees and benefits payable to the Directors could be reduced, Dato' Chairman highlighted that the proposed directors' fees and benefits payable to the directors were amongst the lowest in the similar industry and the fees had not been increased for the past few years.

9) **POLL PROCEDURE**

After going through all the motions set out in the Notice of the 15th AGM, 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. The shareholders and proxies present were then given time to cast their votes.

The Chairman informed that the outcome of the poll would be announced after a short break as it would take some time for the Scrutineer to tabulate the results of the poll. The Meeting was then adjourned at 10.50 a.m. for the votes to be computed and to enable the Scrutineer to present their report to the Chairman.

10) **POLL RESULTS**

The Meeting resumed at 11.20 a.m. and after obtaining the report from the Scrutineer, the Scrutineer announced the results of the poll as follows:-

Ordinary Resolution 1	Votes in favour		Votes against		Results
	No. of votes	%	No. of votes	%	
Payment of Directors' fees and benefits payable to the Directors up to an aggregate amount of RM366,200 from 29 November 2018 until the next Annual General Meeting of the Company	138,859,434	94.0321	8,813,000	5.9679	Carried

It was RESOLVED:-

THAT the payment of Directors' fees and benefits payable to the Directors up to an aggregate amount of RM366,200 from 29 November 2018 until the next Annual General Meeting of the Company be and are hereby approved.

Ordinary Resolution 2	Votes in favour		Votes against		Results
	No. of votes	%	No. of votes	%	
Re-election of Datuk Zainol Izzet Bin Mohamed Ishak as Director.	168,365,541	95.0479	8,772,000	4.9521	Carried

It was RESOLVED:-

THAT Datuk Zainol Izzet Bin Mohamed Ishak who retired pursuant to Article 93 of the Company's Constitution be and is hereby re-elected as Director of the Company.

Ordinary Resolution 3	Votes in favour		Votes against		Results
	No. of votes	%	No. of votes	%	
Re-election of Dato' Anwarrudin Bin Ahamad Osman as Director.	168,375,541	95.0536	8,762,000	4.9464	Carried

It was RESOLVED:-

THAT Dato' Anwarrudin Bin Ahamad Osman 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	Votes in favour		Votes against		Results
	No. of votes	%	No. of votes	%	
Re-appointment of Messrs Baker Tilly Monteiro Heng as Auditors of the Company.	168,380,541	95.0564	8,757,000	4.9436	Carried

It was RESOLVED:-

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

Ordinary Resolution 5	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.	168,379,541	95.0558	8,758,000	4.9442	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 6	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.	5,822,641	39.9341	8,758,000	60.0659	Not Carried

It was RESOLVED:-

THAT resolution on the Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature was not carried.

Perisai Petroleum Teknologi Bhd.
(Company No. 632811-X)
Minutes of the Fifteenth Annual General Meeting held on 29 November 2018

11) **CONCLUSION**

There being no other matters, the Meeting concluded at 11.25 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