

PERISAI PETROLEUM TEKNOLOGI BHD
(Company No. 632811-X)
Incorporated in Malaysia

Minutes of the Eighth (8th) Annual General Meeting of the Company held at Anggerik Room, 4th Floor, Hotel Equatorial Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Friday, 24 June 2011 at 10.00 a.m.

BOARD OF DIRECTORS : Dato' Dr. Mohamed Ariffin Bin Hj. Aton (Chairman)
Encik Zainol Izzet Bin Mohamed Ishak
Mr Adarash Kumar A/L Chranji Lal Amarnath
Dato' Yogesvaran A/L T. Arianayagam
Mr Chan Feoi Chun

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 8th Annual General Meeting of the Company.

QUORUM

It was confirmed by the Secretary that a quorum was present and the Chairman declared the meeting duly convened.

NOTICE

Notice convening the Meeting having been circulated to all members was taken as read.

The Chairman then briefed the Meeting on the procedure to be followed in tabling and approving resolutions at 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 2010 together with the Directors' and Auditors' Reports thereon" was meant for discussion only as the provision 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 tabled the aforesaid agenda and enquired whether there were any issues on the Audited Financial Statements that the shareholders/proxy holders would like clarification.

The Chairman informed the meeting that the Company had received a written query from MSWG (Minority Shareholder Watchdog Group) and the Company's replies were as follows:-

Q1 The reason for the impairment of drydocking expenditure amounting to RM3.2 million and write-off of development costs amounting to RM8.4 million?

- A1 Firstly on the dry docking, the vessels were fully laid up for cost saving purposes in 2010 due to no charter contracts being secured as a result of low demand for vessels since 2009. Under the requirement of the Financial Reporting Standard, the drydocking expenditure was impaired due to the vessels not generating any future economic benefits. The impairment could be written back should the vessels secure any charter contract in the near future.

As for the development cost, it was written off due to the development of AlphaPRIME™, a subsea hydrocarbon technology which did not materialize and subsequent expiration of the related license for the said technology. The Group has re-focused its business to emphasize on vessel chartering business and solutions provider for marginal field development under its new Management.

- Q2 The impairment loss on trade receivables and other receivables amounting to RM5.4 million in 2010 (2009 : nil)?

- A2 The impairment loss on trade receivables and other receivables were due to disputes and long overdue amounts.

- Q3 Whether there is a likelihood that these amounts are recoverable in the future?

- A3 The Group endeavours to pursue with the disputes and to recover as much of the impaired amounts.

A shareholder, Mr Poravi A/L S P Sithambaram Pillay raised the following two questions and was duly answered by the Managing Director, Encik Zainol Izzet Bin Mohamed Ishak:-

- Q4 Why no dividend when the Company and its group had made a profit?

- A4 Currently the Company and its group are in the growth stage, hence, has to meet its expenditure first, however, it intends to pay dividends in the future.

- Q5 Why no door gift?

- A5 The Company will look into it next year.

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 2010 be duly received.

2. DIRECTORS' FEES - ORDINARY RESOLUTION 1

The following motion was duly proposed by Mr Poravi A/L S P Sithambaram Pillay (shareholder) and seconded by Mr Bohvan A/L Dollumal (shareholder) and was put to vote by show of hands:-

“That the payment of Directors’ Fees for financial year ended 31 December 2010 amounting to RM138,000 be and is hereby approved.”

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

**3. RE-ELECTION OF DIRECTOR
- ORDINARY RESOLUTION 2**

The Chairman informed the meeting that since he is an interested party to Agenda No 3(a), he would like to invite Encik Zainol Izzet Bin Mohamed Ishak, the Managing Director, to chair Agenda No. 3(a).

Encik Zainol Izzet Bin Mohamed Ishak took the chair and informed that resolution no. 2, i.e. to re-elect Dato' Dr. Mohamed Ariffin Bin Hj. Aton, retiring under Article 93 of the Company's Articles of Association and being eligible, had offered himself for re-election and requested for a proposer and seconder from the floor.

The following motion was duly proposed by Mr Poravi A/L S P Sithambaram Pillay (shareholder) and seconded by Mr Hooi Weng Fatt (shareholder):-

"To re-elect Dato' Dr. Mohamed Ariffin Bin Hj Aton, retiring under Article 93 of the Company's Articles of Association and being eligible, had offered himself for re-election."

The motion was put to the meeting and the Ordinary Resolution 2 was unanimously carried.

Encik Zainol Izzet Bin Mohamed Ishak then passed the chair back to the Chairman, Dato' Dr. Mohamed Ariffin.

**4. RE-ELECTION OF DIRECTOR
- ORDINARY RESOLUTION 3**

The following motion was duly proposed by Mr Poravi A/L S P Sithambaram Pillay (shareholder) and seconded by Mr Bohvan A/L Dollumal (shareholder) and was put to vote by show of hands:-

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

The decision was unanimous, hence, the Chairman declared Ordinary Resolution no. 3 unanimously carried.

**5. APPOINTMENT OF AUDITORS
- ORDINARY RESOLUTION 4**

The following motion was duly proposed by Mr Poravi A/L S P Sithambaram Pillay (shareholder) and seconded by Mr Hooi Weng Fatt (shareholder) and was put to vote by show of hands:-

"That Messrs AljeffriDean be re-appointed as the Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration."

The decision was unanimous, the Chairman declared Ordinary Resolution 4 on the re-appointment of auditors, Messrs AljeffriDean carried.

**6. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965
- ORDINARY RESOLUTION 5**

The following motion was duly proposed by Mr Poravi A/L S P Sithambaram Pillay (shareholder) and seconded by Mr Bohvan A/L Dollumal (shareholder) and was put to vote by 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 capital of 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 (10) per cent of the issued capital of the Company as at the date of this AGM AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company AND THAT the Directors be and are hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad (“Bursa”) for the listing and quotation of the additional shares so issued.”

The decision was unanimous and hence, the Chairman declared Ordinary Resolution 5 unanimously carried.

**7. SPECIAL RESOLUTION
AMENDMENTS TO ARTICLE 77 (2), ARTICLE 93 AND ARTICLE 118 (1) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The following motion was duly proposed by Mr Poravi A/L S P Sithambaram Pillay (shareholder) and seconded by Mr Hooi Weng Fatt (shareholder) and was put to vote by show of hands:-

THAT the Articles of Association of the Company be amended as stated below in compliance with the Listing Requirements of Bursa for the Main Market:-

Existing Article 77 (2)

Special Position of Chief Executive Officer

A Managing Director shall not, while he continues to hold such office be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors pursuant to Article 93 and if he is appointed as a Director pursuant to Article 98 he shall not be required to resign or retire under Article 98 while he continues to hold such office.

New Article 77 (2)

Special Position of Chief Executive Officer

A Managing Director shall, while he continues to hold such office be subject to retirement by rotation and he shall be taken into account in determining the rotation of retirement of Directors pursuant to Article 93 and if he is appointed as a Director pursuant to Article 98 he shall be required to resign or retire under Article 98 while he continues to hold such office.

Existing Article 93

Rotation and Retirement of Directors

Subject to these Articles, at each AGM One-Third of the Directors (except Managing Director(s)) for the time being, or if their number is not a multiple of three, the number nearest to one-third with minimum of one, shall retire from office and an election of Directors shall take place PROVIDED ALWAYS that each Director (except Managing Director(s)) shall retire once in every three (3) years but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close of the meeting whether adjourned or not.

New Article 93

Rotation and Retirement of Directors

Subject to these Articles, at each AGM One-Third of the Directors for the time being, or if their number is not a multiple of three, the number nearest to one-third with minimum of one, shall retire from office and an election of Directors shall take place PROVIDED ALWAYS that each Director shall retire once in every three (3) years but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close of the meeting whether adjourned or otherwise.

Existing Article 118 (1)

Dividends payable by cheque

Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post to the last registered address of the Member or person entitled thereto in consequence of death or bankruptcy of the holder, to such person and such address as such person may by writing direct. Every such cheque or warrant shall be made payable to the order to the person to whom it is sent or to such person as the holder entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

New Article 118 (1)

Mode of payment of dividend

Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent by post to the last registered address of the Member or person entitled thereto or by way of direct crediting, direct transfer or such other electronic means to the bank account provided by the Member whose name appears in the Record of Depositors. Every such cheque or warrant or payment by direct crediting, direct transfer or such other electronic means shall be made payable to the order of the Member or person entitled thereto, and the payment of any such cheque or warrant or the payment by direct crediting, direct transfer or such other electronic means to the bank account provided by the Member whose name appears in the Record of Depositors shall operate as a good discharge of the Company's obligation in respect of dividend.

The decision was unanimous, the Chairman declared the Special Resolution unanimously carried.

8. CONCLUSION

Since there was no other business to discuss, the Meeting concluded at 10.30 a.m. with a vote of thanks to the Chairman.

CONFIRMED TRUE RECORD



DATO' DR. MOHAMED ARIFFIN BIN HJ. ATON
CHAIRMAN

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