

**PETRA ENERGY BERHAD**

(Company No: 718388-H)  
(Incorporated in Malaysia)  
("The Company" or "PEB")

Minutes of the 10<sup>th</sup> Annual General Meeting of the Company held at Mutiara Ballroom, Ground Floor, The Royale Chulan Damansara, 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 26 May 2016 at 11:00 a.m.

PRESENT : Datuk Seri Panglima Sulong bin Matjeraie (Chairman)  
Encik Abdul Rahim bin Abdul Hamid  
(Senior Independent Non-Executive Director)  
Encik Ahmad Azra bin Salleh  
(Independent Non-Executive Director)  
Mr. Gian Carlo Maccagno  
(Non-Independent Non-Executive Director)  
Encik Ahmadi bin Yusoff (Executive Director)  
Dato' Anthony @ Firdauz bin Bujang (Group CEO/Executive Director)  
Ms Ng Ing Peng (Group Chief Financial Officer/Executive Director)

IN ATTENDANCE : Puan Aishah Hashim (Company Secretary)

Shareholders 56 shareholders representing 200,780 ordinary shares  
Proxy 56 proxy holders representing 43,058,759 ordinary shares  
01 Corporate Representative representing 100 ordinary shares  
(as per Attendance List)

	<b>AGENDA</b>	<b>ACTIONS BY</b>
1.0	<b>CHAIRMAN</b>	
	Datuk Seri Panglima Sulong bin Matjeraie presided as Chairman of the Meeting. The Chairman welcomed all present at the Meeting and called the said Meeting to order at 11.00 am. He then briefly introduced himself, his fellow Directors and the Company Secretary thereat.	Noted
2.0	<b>QUORUM</b>	
2.1	The requisite quorum being present pursuant to Article 72 of the Company's Articles of Association, the Chairman declared the meeting duly convened.	Noted
	The Company Secretary advised that 59 Proxy Forms have been received from shareholders representing 258,571,114 (80.57%) shares within the stipulated prescribed period of 48 hours before the time for convening the meeting.	For information
	The Company Secretary further announced the attendance at the meeting as at 11.00 am as follows:  63 shareholders representing 363,826 ordinary shares 99 proxy holders representing 227,849,952 ordinary shares 01 Corporate Representative representing 100 ordinary shares	For information

<b>AGENDA</b>		<b>ACTIONS BY</b>
3.0	<b>NOTICE OF MEETING</b>	
3.1	The Notice convening the Meeting having been circulated to all shareholders on 29 <sup>th</sup> April 2016 was taken as read, with the consent of all shareholders.	
3.2	The Chairman briefed on the voting procedures and procedures for a demand for a poll. Rights for demand of poll as provided under Article 77 of the Company's Articles of Association was also highlighted, where unless a poll is demanded, all resolutions will be voted by way of a show of hands.	For information
3.3	The Chairman further informed that Messrs. Securities Services (Holdings) Sdn Bhd was appointed as independent Scrutinisers to count the votes.	For information
4.0	<b>PRESENTATION BY EXECUTIVE DIRECTOR/ GROUP CHIEF EXECUTIVE OFFICER</b>	
	The meeting was commenced with a detailed presentation to shareholders by Dato' Anthony @ Firdauz bin Bujang, the Executive Director/Group Chief Executive Officer of the Company, which highlighted amongst others: <ul style="list-style-type: none"> <li>• 2015 updates and achievements;               <ul style="list-style-type: none"> <li>- Group business activities</li> <li>- Corporate structure</li> <li>- Board of Directors</li> <li>- Financial highlights</li> <li>- Operational highlights</li> <li>- RSC updates</li> <li>- Group's commitments on HSE</li> <li>- People, CSR and brand updates</li> </ul> </li> <li>• Dealing with new realities;               <ul style="list-style-type: none"> <li>- Oil price realities and impact across the industry</li> </ul> </li> <li>• Action Plans;               <ul style="list-style-type: none"> <li>- Managing cashflow</li> <li>- Positives for the Group</li> </ul> </li> </ul> <p>Before ending the presentation, Dato' Anthony @ Firdauz bin Bujang read out the questions from MSWG received on 20 May 2016 together with Management's response to the same.</p>	For information
5.0	<b>AUDITED FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND AUDITORS THEREON</b>	
5.1	The Chairman informed that the first item on the Agenda was on the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon received.	

	<b>AGENDA</b>	<b>ACTIONS BY</b>						
5.2	Madam Cheang Ai Chen (shareholder) commended the Board/Management on the Company's good financial performance and their initiatives in giving dividend twice for financial year 2015 as mentioned by Dato' Anthony @ Firdaus bin Bujang in his briefing to the shareholders.							
5.3	Questions raised by the shareholders/Proxy:							
	<table border="1"> <thead> <tr> <th data-bbox="296 622 703 689">Question raised by the Shareholders</th> <th data-bbox="708 622 1238 689">Reply from the Group Chief Executive Officer/Executive Director</th> </tr> </thead> <tbody> <tr> <td data-bbox="296 696 703 936">                     Name: Madam Ho Lee Hong                       How does the Management foresee the Company's cashflow during this challenging market?                 </td> <td data-bbox="708 696 1238 936">As per the slide presentation by the Group Chief Executive Officer/Executive Director.</td> </tr> <tr> <td data-bbox="296 943 703 1576">                     Name: Mr Chua Song Yun                       How long does the Company anticipate the RSC to last?                       What is the Company's expectation on impairment for 2016?                 </td> <td data-bbox="708 943 1238 1576">                     The Risk Service Contract is anticipated to last until 2018.                       There is a possibility of impairment on the Group's trade receivables and marine assets, specifically work barges. Impairment from trade receivables arises from inability of a client to make settlement of long outstanding receivables, where else impairment of work barges may be due to low value in use resulted from vessels off-hire during the year. We are in the midst of assessing this impact and may commence to charge this impairments into our P&amp;L progressively commencing either Q2 2016 or Q3 2016.                 </td> </tr> </tbody> </table>	Question raised by the Shareholders	Reply from the Group Chief Executive Officer/Executive Director	Name: Madam Ho Lee Hong  How does the Management foresee the Company's cashflow during this challenging market?	As per the slide presentation by the Group Chief Executive Officer/Executive Director.	Name: Mr Chua Song Yun  How long does the Company anticipate the RSC to last?  What is the Company's expectation on impairment for 2016?	The Risk Service Contract is anticipated to last until 2018.  There is a possibility of impairment on the Group's trade receivables and marine assets, specifically work barges. Impairment from trade receivables arises from inability of a client to make settlement of long outstanding receivables, where else impairment of work barges may be due to low value in use resulted from vessels off-hire during the year. We are in the midst of assessing this impact and may commence to charge this impairments into our P&L progressively commencing either Q2 2016 or Q3 2016.	
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5.4	The Chairman informed that this Agenda item is meant to be received by the shareholders and shall not be put forward for voting.	Received.						
6.0	<p><b>PAYMENT OF DIRECTORS' FEE</b></p> <p>The Chairman informed that the second item on the Agenda was to approve the payment of Directors' fee for the financial year 2015.</p> <p>Motion proposed : Mr Ong Aye Ho (shareholder)                      Motion seconded : Madam Cheang Ai Chen (shareholder)</p>							

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6.1	<p>Question raised by the shareholder:</p> <table border="1" data-bbox="300 443 1235 875"> <thead> <tr> <th data-bbox="300 443 767 506">Shareholder</th> <th data-bbox="767 443 1235 506">Reply from Chief Financial Officer/Executive Director</th> </tr> </thead> <tbody> <tr> <td data-bbox="300 506 767 875"> <p>Name: Madam Cheang Ai Chen</p> <p>whether the fee amount paid to directors increase for financial year 2015.</p> </td> <td data-bbox="767 506 1235 875"> <p>The Chief Financial Officer/ Executive Director informed that the fee paid to directors for financial year 2015 is the same. The increment shown in the Financial Statement is actually due to the appointment of Datuk Seri Paduka Sulong Bin Matjeraie as Director/Chairman of the Company.</p> </td> </tr> </tbody> </table>	Shareholder	Reply from Chief Financial Officer/Executive Director	<p>Name: Madam Cheang Ai Chen</p> <p>whether the fee amount paid to directors increase for financial year 2015.</p>	<p>The Chief Financial Officer/ Executive Director informed that the fee paid to directors for financial year 2015 is the same. The increment shown in the Financial Statement is actually due to the appointment of Datuk Seri Paduka Sulong Bin Matjeraie as Director/Chairman of the Company.</p>	
Shareholder	Reply from Chief Financial Officer/Executive Director					
<p>Name: Madam Cheang Ai Chen</p> <p>whether the fee amount paid to directors increase for financial year 2015.</p>	<p>The Chief Financial Officer/ Executive Director informed that the fee paid to directors for financial year 2015 is the same. The increment shown in the Financial Statement is actually due to the appointment of Datuk Seri Paduka Sulong Bin Matjeraie as Director/Chairman of the Company.</p>					
6.2	<p>The Meeting on a show of hand unanimously resolved that the payment of Directors fee totaling RM568,000.00 as shown on page 117 of the Annual Report 2015 be and is hereby approved.</p>	Approved.				
7.0	<p><b>RE-ELECTION OF MADAM NG ING PENG AS DIRECTOR OF THE COMPANY PURSUANT TO ARTICLE 103 OF THE COMPANY'S ARTICLE OF ASSOCIATION</b></p>					
7.1	<p>The Chairman informed that the third item of the Agenda was to re-elect Madam Ng Ing Peng, who retires in accordance with Article 103 of the Company's Articles of Association as a Director of the Company.</p>					
7.2	<p>The Meeting noted that Madam Ng Ing Peng, being eligible for re-election, has offered herself for re-election.</p>					
7.3	<p>Motion proposed : Mr Ho Lee Hong (shareholder)                  Motion seconded : Mr Lai Yoke Thye (Shareholder)</p>					
7.4	<p>The Meeting on a show of hand unanimously resolved that the re-election of Madam Ng Ing Peng as Director of the Company be and is hereby approved.</p>	Approved.				
8.0	<p><b>RE-ELECTION OF DATO' ANTHONY @ FIRDAUZ BIN BUJANG AND ENCIK ABDUL RAHIM BIN ABDUL HAMID AS DIRECTORS OF THE COMPANY PURSUANT TO ARTICLE 104 OF THE COMPANY'S ARTICLE OF ASSOCIATION</b></p> <p>The Chairman informed that the fourth item of the Agenda was to re-elect Dato' Anthony @ Firdauz bin Bujang and Encik Abdul Rahim bin Abdul Hamid, who retire in accordance with Article 104 of the Company's Articles of Association as Directors of the Company and being eligible for re-election have offered themselves for re-election.</p>					

AGENDA		ACTIONS BY
8.1	<b>DATO' ANTHONY@ FIRDAUZ BIN BUJANG</b>	
8.1.1	Motion proposed : Mr Senthil a/l Appu (Shareholder) Motion seconded : Encik Abang Sarbini bin Abang Abdul Latif (Shareholder)	
8.1.2	The Meeting on a show of hand unanimously resolved that the re-election of Dato' Anthony @ Firdauz bin Bujang as Director of the Company pursuant to Article 104 of the Company's Articles of Associations be and is hereby approved.	Approved.
8.2	<b>ENCIK ABDUL RAHIM BIN ABDUL HAMID</b>	
8.2.1	Motion proposed : Mr Ho Lee Hong (Shareholder) Motion seconded : Mr Chua Song Yun (Shareholder)	
8.2.2	The Meeting on a show of hand unanimously resolved that the re-election of Encik Abdul Rahim bin Abdul Hamid as Director of the Company pursuant to Article 104 of the Company's Articles of Associations be and is hereby approved.	Approved.
9.0	<b>APPOINTMENT OF AUDITORS FOR FINANCIAL YEAR 2016</b>	
9.1	The Chairman informed that the fifth item on the Agenda was to appoint Auditors of the Company for the financial year 2016 and to authorize the Directors to fix their remuneration.	
9.2	Motion proposed : Mr Ho Lee Hong (Shareholder) Motion seconded : Mr Lai Yoke Thye (Proxy)	
9.3	The Meeting on a show of hand unanimously resolved that the appointment of Auditors, Messrs. PricewaterhouseCoopers as Auditors of the Company for financial year 2016 until the conclusion of the next Annual General Meeting be and is hereby approved and that the Directors be and are hereby authorized to fix their remuneration.	Approved and Directors to fix remuneration for auditors.
10.0	<b>SPECIAL BUSINESS            ORDINARY RESOLUTION 1            AUTHORITY TO ISSUE AND ALLOT SHARES</b>	
10.1	The Chairman informed that the next item under Special Business on the Agenda was to consider and if thought fit, to pass an Ordinary Resolution 1 authorizing the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot shares not exceeding 10% of the total issued capital of the Company	
10.2	Motion proposed : Mr Ho Lee Hong (Shareholder) Motion seconded : Mr Lai Yoke Thye (Proxy)	

AGENDA		ACTIONS BY
10.3	<p>The Meeting on a show of hand unanimously resolved that subject always to the approvals of the relevant authorities and pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorized to issue and allot ordinary shares in the Company at any time, and upon such terms and conditions, for such purposes and to such person(s) as the Directors may in their discretion deem fit provided that the aggregate number of ordinary shares to be issued does not exceed ten per centum (10%) of the total issued and paid up capital of the Company at the time of issue and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.</p>	Approved.
11.0	<p><b>SPECIAL BUSINESS</b>  <b>ORDINARY RESOLUTION 2</b>  <b>PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A TRADING IN NATURE WITH OBYU HOLDINGS SDN BHD</b></p>	
11.1	<p>The Chairman informed that the next Special Business on the Agenda was to consider and if thought fit, to pass an Ordinary Resolution 2 on the proposed renewal of shareholders' mandate for recurrent related party transaction of a trading nature with OBYU Holdings Sdn Bhd.</p>	
11.2	<p>The Chairman further informed that the Proposed Ordinary Resolution 2, if approved by the shareholders, would allow the Company to continue renting office space at level 4 &amp; level 6 (South Wing), level 13 (North Wing) and advertisement space at the rooftop of Menara OBYU located at Damansara Perdana, Petaling Jaya, Selangor.</p>	
11.3	<p>Encik Ahmadi bin Yusoff, the Executive Director of the Company and OBYU Holdings Sdn Bhd are deemed interested through Shorefield Resources Sdn Bhd in the RRPT mandate. Hence, the shareholders and their representatives are abstained from voting.</p>	
11.4	<p>Motion proposed : Mr Ho Lee Hong (Shareholder)                      Motion seconded : Mr Lai Yoke Thye (Proxy)</p>	
11.5	<p>The meeting on a show of hands, unanimously resolved:</p> <p>(i) THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies be and are hereby authorised to enter into and give effect to recurrent related party transactions of a trading nature with OBYU, a company related to Shorefield Resources Sdn. Bhd., a major shareholder of the Company, as set out in Section 2.4 and 2.5, Table 1 of Part A of the Circular to Shareholders dated 6 May 2015, which are necessary for the Group's day-to-day operations in the ordinary course of business, on terms not more favourable than those generally available to the public and not detrimental to the minority shareholders of the Company.</p>	Approved,

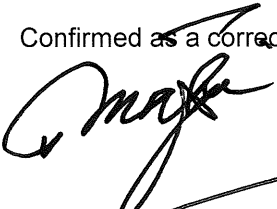
	<b>AGENDA</b>	<b>ACTIONS BY</b>				
13.0	<p>(ii) THAT such approval shall continue to be in force until:</p> <ul style="list-style-type: none"> <li>(a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless authority is renewed by a resolution passed at the next AGM;</li> <li>(b) 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 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or</li> <li>(c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, before the next AGM; whichever is the earlier.</li> </ul> <p>(iii) AND THAT the Directors of the Company be authorised to act for and on behalf of the Company, to take all such steps and execute all necessary documents as they may consider expedient or deem fit in the best interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.</p> <p><b>SPECIAL BUSINESS</b>  <b>ORDINARY RESOLUTION 4</b>  <b>PROPOSED NEW SHAREHOLDERS' MANDATE FOR THE PURCHASE OF THE COMPANY'S OWN SHARES ON BURSA MALAYSIA SECURITIES BERHAD OF NOT MORE THAN 10% OF <u>THE ISSUED AND PAID UP SHARE CAPITAL OF THE COMPANY</u></b></p> <p>The Chairman informed that the next Special Business on the Agenda was to consider and if thought fit, to pass an Ordinary Resolution 4 on the proposed new shareholders' mandate for the purchase of the Company's own shares on Bursa Malaysia Securities Berhad of not more than 10% of the issued and paid up share capital of the Company.</p> <p>Question raised by Shareholder</p> <table border="1" data-bbox="300 1464 1246 1955"> <thead> <tr> <th data-bbox="300 1464 772 1529">Shareholder</th> <th data-bbox="772 1464 1246 1529">Reply from Group Chief Executive Officer/Executive Director</th> </tr> </thead> <tbody> <tr> <td data-bbox="300 1529 772 1955">                     Name: Madam Cheang Ai Chen                       Question: what is the Management's and Directors' plan to deal with the Treasury Shares                 </td> <td data-bbox="772 1529 1246 1955">                     The Chief Executive Officer/ Executive Director informed that the Management and the Directors have no plan on the dealing of the Treasury Shares.                       The Company may utilize the Treasury Shares in accordance with the provisions stated in the Circular to shareholders dated 29 April 2016.                 </td> </tr> </tbody> </table>	Shareholder	Reply from Group Chief Executive Officer/Executive Director	Name: Madam Cheang Ai Chen  Question: what is the Management's and Directors' plan to deal with the Treasury Shares	The Chief Executive Officer/ Executive Director informed that the Management and the Directors have no plan on the dealing of the Treasury Shares.  The Company may utilize the Treasury Shares in accordance with the provisions stated in the Circular to shareholders dated 29 April 2016.	
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	AGENDA	ACTIONS BY
13.1	Motion proposed : Mr Lai Yoke Thye (Proxy) Motion seconded : Madam Koh Siew Cheng (Shareholder)	
13.2	The meeting on a show of hands, unanimously resolved:	
13.3	(i) THAT subject always to the Companies Act 1965 (“the Act”), the Company’s Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares of RM0.50 sen each in the Company’s issued and paid up share capital of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the maximum number of shares which may be purchased and/or be held by the Company shall not exceed 10% of the issued and paid up capital of the Company for the time being;  (ii) THAT the maximum amount of funds to be utilised by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the Company’s aggregate retained profits and/or share premium account;  (iii) THAT authority be and is hereby given to the Directors of the Company to decide at their discretion, as may be permitted and prescribed by the Act and/or any prevailing laws, rules or regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any of the Shares so purchased by the Company in the following manner: (a) to cancel the shares so purchased; or (b) to retain the shares so purchased as treasury shares; or (c) to retain part of the shares so purchased as treasury shares and cancel the remainder; or (d) to distribute the treasury shares as dividend to shareholders and/or resell through Bursa Securities in accordance with the relevant rules of Bursa Securities.  (iv) THAT the authority conferred by this Resolution will be effective immediately upon passing of this ordinary resolution and will continue to be in force until: (a) the conclusion of the next Annual General Meeting of the Company, at which time the said authority would lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or (b) the expiration of the period within which the next AGM is required by law to be held; or (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in general meeting; whichever occurs first.	Approved.



AGENDA		ACTIONS BY
	(v) AND THAT the Directors of the Company be and are hereby authorised to take all steps to give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to take all such steps as they may deem necessary or expedient in the best interest of the Company.	
14.0	<b>OTHER BUSINESS</b>	
14.1	The Company Secretary confirmed that there was no notice received for any other business to be conducted at the 10 <sup>th</sup> Annual General Meeting.	
14.2	<b>CONCLUSION OF AGM</b>	
	The Chairman concluded the Meeting and thanked all present. The Meeting ended at 12.30 p.m. with a vote of thanks to the Chair.	

Confirmed as a correct record,



Chairman

Date: 25 AUG 2016

