MINUTES OF THE 56TH ANNUAL GENERAL MEETING OF PETRON MALAYSIA REFINING & MARKETING BHD (June 16, 2015)

__Time and Place__

The 56th Annual General Meeting ("AGM") of **PETRON MALAYSIA REFINING & MARKETING BHD** (the "Company" or "PMRMB") was held on June 16, 2015 at the Ball Room, Grand Dorsett Subang Hotel, Jalan SS12/1, 47500 Subang Jaya, Selangor. The meeting commenced at 2:00p.m.

__Attendance – Directors__

The following members of the Board of Directors the Company were present at the meeting:

Mr. Ferdinand K. Constantino (Acting Chairman)
Y Bhg Tan Sri Abdul Halim bin Ali (Independent Director)
Y Bhg Dato' Zainal Abidin Putih (Independent Director)
Ms. Chua See Hua (Independent Director)
Y Bhg Dato' Zuraidah Atan (Independent Director)
Mr. Lubin B. Nepomuceno (Executive Director/Chief Executive Officer)

__Absent with Apologies__

Mr. Ramon S. Ang (Chairman)
Ms. Aurora T. Calderon (Executive Director)

__In attendance were the following Officers__:

Mr. Jaime O. Lu (Operation Manager)
Ms. Myrna C. Geronimo (Chief Finance Officer)
Mr. Manoj Devadasan (General Counsel/Company Secretary)
Puan Faridah Ali (Head, Retail Business)

__Also in attendance were:__

Mr. Emmanuel E. Erana (Petron Corporation)
Mr. Joel C. Cruz (Petron Corporation)

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CALL TO ORDER / NOTICE / PROXIES / QUORUM

The Company Secretary, Mr. Manoj Devadasan, informed the Shareholders that the Chairman, Mr. Ramon S. Ang and Executive Director Ms. Aurora T. Calderon were unable to attend the Meeting and had sent their apologies. The Shareholders then agreed to the proposal from the Board that Non-Executive Director, Mr. Ferdinand K. Constantino, chair the Meeting in the absence of Mr. Ramon S. Ang. Mr. Ferdinand K. Constantino then proceeded to chair the meeting.

Following confirmation that the Notice of Meeting had been dispatched by post on April 29, 2015, it was confirmed that a total of 460 shareholders had registered to attend the AGM, and of this, 146 were represented by Proxies/Corporate Representatives. It was also confirmed that the Acting Chairman, Mr. Ferdinand K. Constantino was the Corporate Representative of Petron Oil & Gas International Sdn Bhd ("POGI") and as such had the necessary right thereof to propose, second and vote on all resolutions on behalf of POGI. There being a quorum in attendance, the Acting Chairman called the meeting to order. Mr. Manoj Devadasan recorded the minutes of the meeting.

VOTING PROCESS

The Mr. Devadasan informed the shareholders/proxies present that as voting on all resolutions would be by poll, the shareholders/proxies should retain their ballot papers (issued at the time of registration) for voting purposes. The shareholders/proxies were also informed that the voting by poll will be conducted after the formal proposal and seconding of the Resolutions.

PRESENTATION - COMPANY'S PERFORMANCE REPORT

Puan Faridah Ali, Head, Retail Business, delivered a presentation on the Company's business performance for the year. Key highlights presented were:

- 2014 was a difficult year for oil companies across the globe. In the first half of the year, the price of crude and products were relatively stable with the benchmark Dated Brent ranging between USD105 and USD115.

- In the last six months of 2014, prices collapsed with the global economic slowdown and abundant oil supply. From an average of USD112 per barrel in June 2014, Dated Brent (to which Malaysia Tapis Crude is indexed), dropped sharply by 44% to only USD63 per barrel in December

2014. The steep decline was mainly caused by the increase in U.S. shale oil production and OPEC's refusal to cut production in order to retain its market share.

- As oil prices fell to six–year lows in January of 2015, the Company saw signs of recovery. The differential between product prices and crude had improved in 2015 as demand for products increased in the region. This, in turn, resulted in better refining margins for the Company.

- On the domestic front, Malaysian downstream oil companies welcomed bold Government measures that were implemented. The nationwide multi-agency operation "Operasi Titik", launched in 2014 to prevent the abuse of subsidized fuel, greatly curb smuggling activities.

- Fuel subsidies were also cut with the implementation of the 'managed float' pricing in December 2014 for RON95 and Automotive Diesel Oil. While these measures have reduced retail Automotive Diesel Oil demand across the industry, the Company believes that removal of subsidies will ultimately deliver long-term gains for the industry and the economy.

- Despite the drop in demand in retail diesel, the Company boosted its sales across all other major market segments; growing the Company's total sales volume to 29.4 million barrels in 2014 from 29 million the previous year. The Company's total domestic sales, in particular, grew by 9%, mainly from strong commercial sales performance. In the first quarter of 2015, the Company sold 7.2 million barrels, almost same to first quarter of 2014; with the decline in diesel and export sales partially offset by higher gasoline and jet fuel sales.

- The increase in the Company's volumes in 2014 mitigated the impact of oil prices, as a result of which revenues dropped by only 2 percent (to RM10.9 billion). Revenues for the first quarter of 2015 declined by 38 %; reflective of low oil prices. Crude averaged at USD54 dollars in the first three months of 2015; 50% less than the USD108 average over the same period in 2014.

- While the Company incurred a loss of RM64 million in 2014 - as the Company sold higher-priced inventory at lower prices – the Company is seeing significant recovery as it posted a net income of RM57 million in the 1st Quarter 2015. This was attributed to pro-active risk management, better operating efficiencies, and improved margins. The improved financial performance was also a direct result of the Company's ongoing strategic programs aimed at increasing its market presence and sustaining the Company's growth amid a challenging business environment.

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- It had been 3 years since Petron became a major player in the Malaysian oil industry. In this brief period, the Company had made significant inroads and had changed the physical and competitive landscape in the industry.

- In March 2015, the Petron Malaysia Group completed the upgrading program and since then, 550 service stations carry Petron's distinct red and blue colors throughout Malaysia. These stations, now with more modern facilities, embody the Petron experience – excellent service, care for customers, and innovative products – to thousands of motorists.

- The Company also marked a major milestone in early 2014 as it opened the first Petron service station built from the ground-up in MRR2 Selayang. Petron Malaysia now has 20 "new builds" since the expansion program started in late 2013 and 20 more are in various stages of construction. With this in full swing, the Company and indeed Petron Malaysia is poised to increase Petron's market presence and make Petron's products and services accessible to more motorists.

- Changes in the industry through innovative solutions and services were recognized as essential. To this end, to give Petron's customers a more rewarding experience when they fill up at Petron stations, Petron began converting the (ExxonMobil proprietary) Smiles Loyalty Card to Petron Miles Privilege Card in 2014. Since then, over 2 million members have begun earning points to purchase fuels and enjoy discounts with Petron's merchant partners.

- Petron and PMRMB also saw growth across key business segments and secured more commercial accounts by winning the trust and confidence of major industries.

- Petron's excellent track record made Petron and indeed PMRMB, the preferred partner of a number of power-generating facilities, key Industrial/Wholesale customers, local and global airlines, resulting in a 32% surge in total Commercial sales in 2014. The Company's LPG business grew by nearly 11% last year, owing to the continued conversion to Petron's *Gasul*-branded cylinders, expansion of the Company's dealer network, and aggressive solicitation of new commercial contracts. The Company also bagged new contracts in its aviation fuel business to service additional regional airlines and major carriers in the Middle East. Since the takeover by Petron in 2012, the Company has expanded its aviation fuel business and is now able to service two major airport terminals, namely: Kuala Lumpur International Airport and the low cost carrier terminal, KLIA2, greatly enhancing the Company's sales volumes. In 2014, the aviation fuel business had grown by 100%.

- To support the growing demand for products and ensure a more robust supply chain, the Company carried on with its Logistics Master Plan. In this regard, the Company completed putting up two large storage tanks for crude and products at its Port Dickson Refinery ("Refinery") in 2014. In 2015, the Company also completed the upgrade of its marine facilities at the Refinery; helping improve efficiency and safety. The Refinery was also on target to meet the government's mandate to supply Euro 4M Blaze 97RON fuel in September 2015.

  The link-up from the Refinery to the Klang Valley Distribution Terminal through a 'multi-product pipeline' is now complete. This will further bring down the Company's transport costs to the high volume market of Klang Valley. In line with the Government's mandate for cleaner fuels, Petron completed the upgrading of all terminals under the Petron Malaysia Group to supply B7 biodiesel. Petron has also rolled out more than 100 new hauling trucks with better safety features and higher capacities. These programs ultimately benefit the Company's (and Petron's) commercial and retail customers making Petron a trusted and reliable partner.

- The Company had also been prudently investing in strategic projects to unlock more value for its shareholders. Despite a tough environment, the Company remained focused on growing its business.

- In relation to the Company's financials, the Company generated a gross margin of RM129 million in 2014. Whilst the Company is an integrated business, an analysis of the contributions of the Company's refining and marketing activities was based on market prices and reasonable estimates. The margin performance was significantly affected by the inventory losses brought about by the steep decline in oil prices during the second quarter of 2014. However, had it not been for the commodity hedging activities done by the Company in 2014, the loss would have been worse.

- After operating and other expenses, 2014 ended with a loss of RM 64 million. The losses in 2013 and 2014 severely affected the cash generation of the Company and constrained its ability to

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payout dividends. In fact, because of limited cash, most of the planned investments were deferred to 2015 onwards. These investments were intended to further enhance the Company's profitability and improve its ability to distribute dividends in the future.

- In view of these factors, the Board of Directors endorsed the non-declaration of dividends for 2014. This is not unprecedented as the Company did not declare dividends in 1999 when it suffered a RM44 million loss and in 2000 when it had a minimal profit of RM2 million.

- Beyond the numbers, the Company continued with its sustainability initiatives which are deeply rooted in Petron's culture, defining the way Petron does business and the positive impact Petron makes in its communities and the nation as a whole. Committed to fueling safer journeys, Petron service stations are part of the *"United Against Crime"* initiative of the Royal Malaysian Police and are now safety hubs for anyone needing emergency police assistance. In partnership with the Road Safety Department, Petron had produced 350 Road Safety ambassadors under its training programs in various universities. Petron also continue to support programs on education, sports, and the arts. Petron's *"Vision Petron Art & Painting Competition"* has garnered hundreds of student-participants from various universities and colleges since 2012. Petron also played its part to help rebuild the lives of flood victims under its *Petron Cares* program by fueling humanitarian convoys to flood devastated areas in the East Coast states. In this endeavor, Petron employees and business partners worked hand-in-hand to clean-up community centers and schools in hard-hit areas.

QUESTIONS FROM SHAREHOLDERS/PROXIES

Written questions that had been submitted in advance by shareholders, as well as the Minority Shareholders' Watchdog Group, were answered by the Acting Chairman, Chief Executive Officer and Management.

Shareholders/proxies present then posed questions relating to the Company, its performance, operations and audited accounts, to which the Acting Chairman, Chief Executive Officer and Management, provided responses.

Some key questions (and response given by the Company) are as follows:

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It was stated in the message to shareholders that while domestic sales volume rose, revenue dropped slightly to RM10.9 billion from RM11.1 billion the previous year due to the decline in the Company's selling prices over the last two quarters of 2014. Petron also recorded loss for the year of RM64.5 million. Given the uncertainty in oil prices, what are the measures taken to improve the company's performance?

Petron's Response

- As explained in the management presentation, the main reason for the drop in revenue and the recorded loss last year, was the significant drop in oil prices in the second half of 2014. The Company had mitigated its impact by implementing a structured commodity risk management program to partially cover the risk of significant price movement of crude and finished petroleum products. Last year, the focus on hedging was to cover crude inventory and this year, the Company is starting to also cover hedging of imported products like gasoline.
- In addition, the Company had implemented efficiency improvement programs in the Refinery to improve the refining margin through optimization of production of higher value products like gasoline and diesel and lesser Naphtha and LSWR. This year, the Company will continue on this program with investment to upgrade the Refinery towards production of high value petroleum products. The Company was also continuously sourcing alternative crudes that will also provide similar benefit.

In the message to shareholders, it was reported that Petron made significant investment introducing innovations in every aspect of its business. Could the Board provide more information on these innovations?

Petron's Response

- Innovation is one of the Company's core values that it always keep~~s~~ in mind when striving to provide better offerings to its Customers and also improve or streamline its processes. Some of the examples the Company can cite are:
  a. The new Petron Fleet-card is the first chip-based technology card in the market that would provide better protection for the Customers against potential fraud. Petron's competitors are still using magnetic stripe cards.
  b. Petron service stations are the first to introduce air conditioning in toilets (especially in highway sites) to provide more comfort to its Customers.

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c. Petron's Dealers now provide unique customer service and with the recent Fuel Happy campaign, the Company provides special service or treats to motorist on Mondays and Saturdays (e.g. to provide free car re-freshening, free balloons, free cupcakes, etc.).

d. The Company continued to look for alternative crude that would provide better yield in the Refinery.

e. The improvement in product yield in the Refinery last year was achieved largely through innovation and process improvements, without any major financial investment.

The Company noted that the Refinery is on target in its compliance with the governments' mandate to supply Euro4M Blaze 97 RON fuel by September 2015. What was the total expenditure for the upgrading of facilities at the Refinery to supply Euro4M fuels?

Petron's Response

- Given that the Refinery uses low sulfur Malaysian crudes and it has already adequate facilities to remove benzene and sulfur to comply with Euro4M standard, the investment required to comply with the standards this September, would be minimal.

What was the nature of inventories write down of RM27.5 million (2013:NIL)?

Petron's Response

- The Malaysian Financial Reporting Standards (MFRS) 102 requires that, as of the balance sheet reporting date, inventories should be measured or stated at the lower of cost and net realizable value (NRV). As mentioned in the management report, oil price was on a downward trend starting in July 2014. Prices continued to decline in January 2015, the period when the Company's end-December 2014 inventories would have been sold or realized. As such and following the MFRS 102, the Company had to re-state its ending inventories to its net realizable value based on the January 2015 prices. And this yielded an inventory write down of about RM 27.5 million. This situation was not present in 2013.

The Company noted that Mr. Ramon S. Ang only attended 3 out of 5 Board meetings during the financial year?

Petron's Response

- Mr. Ang was unable to attend the meetings on February and May of last year due to urgent work-related matters that required his presence in the Philippines. Mr. Ang, nevertheless, is involved in all major decisions of the Company and all matters tabled to the Board at those meetings are reviewed by him in advance.
- The proposed amendments to the Articles include allowing for participation by Directors in Board and Committee Meetings via tele/video conferencing. This would minimize Directors' absence from meetings when travelling or due to other public or private commitments.

The MSWG noted that the Company had published a comprehensive AGM minutes in its Company website. The MSWG would like to encourage the Company to publish its Memorandum and Articles of Association to be in line with the spirit of transparency and good Corporate Governance practices based on the ASEAN CG Scorecard which is used by the MSWG to assess the level of CG standards of PLCs in Malaysia.

Petron's Response

- The Company has since receiving the suggestion from MSWG, uploaded the Memorandum and Articles of Association in the Company's website.

Why is there no dividend this year?

Petron's Response

- Due to the losses suffered by the Company and the continued uncertainty in oil prices, Management did not recommend any dividend pay-out. This enables the Company to conserve cash and ensure continued operations and expansion while market conditions normalized.
- Meanwhile, the Company posted a significant recovery in the 1st Quarter of 2015. Management will do its best to sustain this throughout the year and improve the Company's ability to declare dividends.

Are there plans of declaring a dividend next year or an interim dividend given its recovery in the 1st quarter of 2015?

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Petron's Response

- This will largely depend on how the market moves in the coming months. As prices of crude oil and finished products stabilize and align with demand, the Company's ability to generate margins will be enhanced. This in turn will give the Company the capacity to consider distributing dividends again.

Will PMRMB create a Dividend Policy?

Petron's Response

- Petron Corporation has a policy of declaring 25% of the previous year's unappropriated net income. PMRMB has not been able to formally adopt this due to two consecutive years of losses.

In light of the implementation of Euro 4 Specification Fuel, what would the crude 'diet' be?

Petron's Response

The Refinery is not a complex refinery and the main diet is the low sulphur Tapis crude. The alternate crude that is used together with Tapis at the Refinery must be compatible. The assay of the crudes Management considers must also take into account the type of finished product yield (e.g., gasoline, diesel, LPG, Jet A-1, LSWR, etc.) that results from the processing of the crude mix used. The Company seeks to maximize production of more valuable products and in turn maximize the margins generated from the processing of said crude mix. This is part of the Company's Crude Optimization Program.

Can you explain the inventory losses suffered and if the situation has changed in the 1st Quarter of 2015?

Petron's Response

- In relation to inventory losses, at a time of falling prices, the net effect was that the Company purchased crude and finished products at a certain price and then sell products (both from own production and finished products purchases) at a lower price, due to declining prices in the interim between purchase and sale of products. The Management team at Petron Malaysia (that overseas all commodity and forex hedging activities for Petron Malaysia Group), has done a good job of containing almost half of the risk which helped significantly reduce losses that would have otherwise been suffered by the Company.

In 2013, the refining margin was negative and in 2014 it was positive. Can the Management elaborate, and what is the situation in 2015?

<u>Petron's Response</u>

- Price volatility includes the price differential between the price of crude and finished products. Thus, this also affects margin. For instance in 2013 at certain points, the price of Tapis crude was more expensive than that of the gasoline finished product. As such there was no differential to speak of and the situation was unfavourable to the Company.
- In 2014, although minimal, the Company had a favourable refining margin.
- For the 1st Quarter 2015, the prices stabilized, and more importantly, the price differential between crude and finished products widened favourably for the Company. This, coupled with the Crude Optimization and Refining Improvement Program, helped the Company realize a profitable result in the 1st Quarter 2015.

What is the Safety record at the Refinery?

<u>Petron's Response</u>

- Safety is a core value and PMRMB's Refinery has achieved 13 years continuous of 'zero' Loss Time Injury.

During the recent narrowing of prices between RON97 and RON95 gasoline, Petron and some other oil companies had severe run outs. Can this be explained?

<u>Petron's Response</u>

- RON95 has traditionally been the major part of gasoline sales in the industry.
- With the narrowing of prices between the two grades, motorists did not mind paying marginal extra for RON97 and the demand exceeded supply. Stations therefore had run outs. Fuel purchases are planned and made a month in advance especially for RON97 that is largely imported. Thus, to make quick supply adjustments to meet sudden demand surges (that are outside anticipated norms) was not possible.

- However, with the price differential between the two grades narrowing again to some 30 sen, the demand had declined to traditional levels and the run outs situations in relation to RON97, are few, if any.

Are we planning on producing Euro 5 diesel to cater for the Singapore Government's requirement on trucks and buses entering Singapore? Are we supplying B7 Biodiesel?

<u>Petron's Response</u>

- The Company is guided by the Government's directives and timeline on the introduction of fuels of various grades and specification. The matter is still the subject matter of discussion between the Government and the oil companies. In this regard, the Company is studying the possible implementation plans and the costs involved.
- The Government has mandated the B7 Biodiesel requirement and all stations are supplying only Bio Diesel B7.

Why does the Annual Report only list a few real properties when the Company owns 550 stations?

<u>Petron's Response</u>

- The 550 stations may be Petron branded but only 390 are PMRMB's; the remaining being owned by PMRMB's sister companies.
- The contents of the Annual Report are dictated by the Listing Requirements and whilst some years ago, the Company disclosed all sites, the Listing Requirement has since been amended to only require disclosure of the top 10 real properties.
- As for a valuation of the land, this is being studied as it is an expensive endeavor and the Company does not profit from the real property value *per se*, but rather from its use of the land as stations, from which it generates income.

Why has the loan level increased despite substantial Cash Balance of RM300 million?

<u>Petron's Response</u>

- The cash balance was as at December 31, 2014. The large amount was due to the Company's ability (in the last weeks of December 2014) to collect from the Government the subsidies (of approximately RM200 million) owing to the Company.

- However, by that time, the Company had already availed itself of the short term loan facilities to finance its maturing obligations in relation to crude and finished products. The Company had not expected that it would receive the owed subsidy at the time.
- As the Company had borrowed and subsequently received the subsidy, the money was used to settle the short term loans the following month.

What was the crude mix that is processed at the Refinery? How would Naphta production be reduced?

Petron's Response

- As the Refinery was designed in the days of ExxonMobil to refine its Tapis crude, the primary diet today continues to be light sulfur crude. However due to the nature of Tapis crude, it allows the Company to blend with it other crudes, that then allows for better refinery margins. the Company has a range of domestic and regional crude that it can avail itself to for this purpose.
- There are 2 ways to minimize Naphtha – (a) to choose crude with higher distillate yield relative to Naphtha thus producing more, e.g., Diesel and Jet A-1 and (b) by maximizing the power-former by running it at a high throughput/severity. This way the Company was able to upgrade low value Naphtha into higher value gasoline

What was the reason for the increase in Operating Expenses in 2014? What is the reason for the increase in Other Receivables?

Petron's Response

- Compared with 2013, a substantial portion of the increase was attributable to the implementation of the P-Miles Loyalty Card as well as the new and more secure chip based Fleet Card and expenses relating to the marketing of the same.
- The Company also undertook many cost-cutting measures across the board especially in the Refinery. At the same time, the Refinery continued to produce higher yields to mitigate the impact of falling prices.
- In relation to the increase in Other Receivables, this is mainly attributable to the commodity hedging gains in the month of December that are only received the following month.

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What is the impact of GST on prices?

Petron's Response

- The Government has given GST relief for Gasoline RON95, Diesel and LPG.
- Oil companies are obligated to pay the 6% GST for purchase of crude and finished products, and due to a directive of the Government, are not allowed to pass the cost to the Customers. Thus, oil companies can recover the GST only from the Government. The lag time in recovery can impact the Company's working capital as the cash used to pay for the GST is tied up during that lag time.

Is there any plan to convert the current short term loans to long term loans? Are any of the loans secured with any collateral provided by the Company – that would enable the Company to secure lower interest rates?

Petron's Response

- None of the Company's loans are secured with collateral.
- The current loans are drawn from a revolving 5-year syndicated loan that will end in 2017. Management will explore options to re-negotiate renewal of the loan or seek new loan arrangements. There are no plans to convert the loan to long term loans.

OTHER MATTERS

- The Board and shareholders noted the appreciation expressed by the Persatuan Dialisis Kurnia (a NGO that manages a kidney dialysis centre) to which Petron Malaysia has been a generous donor.
- The Shareholders also wished that their appreciation to Y Bhg Tan Sri Abdul Halim Ali for his stellar performance as an Independent Director of the Company since 2001 be placed on record.
- The following suggestions were requested to be considered by the Company:
  (a) The conversion of retained earnings in to share capital and therefore increase the public share spread. To seek analyst reports on PMRMB so that it would generate more interest and therefore liquidity in the shares.
  (b) A 'share buy-back' to have Treasury shares that may then increase share prices.

FORMAL PROPOSAL OF RESOLUTIONS

Shareholders/proxies were reminded that at the end of the process of formal proposals in respect of each resolution as stated in the Notice of Meeting, the AGM would be temporarily adjourned for the poll voting process. Each of the nine ordinary resolutions and one special resolution, per the Notice of Meeting, were then formally proposed and seconded.

TEMPORARY ADJOURNMENT / POLL VOTING

Following the formal proposal in respect of each of the Resolutions, the AGM was temporarily adjourned by the Acting Chairman at 3:45pm to allow the shareholders/proxies to cast their votes by using their respective registered ballot papers. Independent Scrutineers, Messrs Tricor Investor Services Sdn Bhd, conducted the poll and the tabulation of votes.

DECLARATION OF RESULTS OF POLL

At 4:12pm, the AGM was re-convened by the Acting Chairman. Returning Officer, Ms. Christine Lim, from Petron Malaysia Controllers, read out the results of the Poll as tabulated and confirmed by Messrs Tricor Investor Services Sdn Bhd. The Acting Chairman then declared each of the resolutions (as stated below), as carried:

<u>Resolution 1</u>
(Ordinary Resolution)
STATUTORY ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2014

RESOLVED THAT the Company's Audited Accounts for the year ended December 31, 2014 and the Director's and Auditors' Reports thereon be and are hereby received and adopted.

<u>Resolution 2 (a)</u>
(Ordinary Resolution)
ELECTION OF DIRECTORS
- **Y Bhg Dato' Zainal Abidin bin Putih**

RESOLVED THAT Y Bhg Dato' Zainal Abidin bin Putih, retiring pursuant to Articles 104 and 105 of the Company's Articles of Association, being eligible, be and is hereby re-elected as Director of the Company and that he also be appointed as an Independent Director of the Company, in compliance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012.

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<u>Resolution 2 (b)</u> **(Ordinary Resolution)**	
RE-ELECTION OF DIRECTORS - **Mr. Ramon S. Ang**	RESOLVED THAT Mr. Ramon S. Ang, retiring pursuant to Articles 104 and 105 of the Company's Articles of Association, being eligible, be and is hereby re-elected as Director of the Company.
<u>Resolution 2 (c)</u> **(Ordinary Resolution)** **RE-ELECTION OF DIRECTORS** - **Ms. Aurora T. Calderon**	RESOLVED THAT Ms. Aurora T. Calderon, retiring pursuant to Articles 104 and 105 of the Company's Articles of Association, being eligible, be and is hereby re-elected as Director of the Company.
<u>Resolution 3</u> **(Ordinary Resolution)** **DIRECTORS' FEES**	RESOLVED THAT the Directors' Fees of RM50,000 per annum per Independent Non-Executive Director, for the financial year 2015, be and is hereby approved.
<u>Resolution 4</u> **(Ordinary Resolution)** **AUDITORS FOR 2015**	RESOLVED THAT Messrs KPMG be and are hereby re-appointed Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Board of Directors be and are hereby authorised to determine the remuneration of the Auditors of the Company.
<u>Resolution 5</u> **(Special Resolution)** **Amendments to the Memorandum and Articles of Association**	RESOLVED that the alterations, modifications, variations and additions to the Memorandum and Articles of Association of the Company as set out per Appendix A attached to the Circular to the Shareholders dated April 29, 2015 ("Proposed Amendments") be and are hereby approved; and That the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as are necessary in order to give full effect to the Proposed Amendments, with full power to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities. *The amendments are as in ANNEXURE A*

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Adjournment

The Acting Chairman, expressed the gratitude of the Board of Directors, Management and the Company to Y Bhg Tan Sri Abdul Halim Ali for his invaluable services rendered to the Company as an Independent Director since 2001, and wished him the very best.

There being no further business, the meeting of the Board was adjourned at 4:32p.m.

Respectfully prepared/submitted by

MANOJ DEVADASAN
Corporate Secretary

Confirmed by the Board of Directors:

MR. RAMON S. ANG
Chairman of the Board of Directors
Date:

ANNEXURE A to Minutes of the Annual General Meeting on June 16, 2015

That the following Articles set out in the column headed "Article No:" in the table below be amended by adopting the proposed amendments set out in the column headed "Proposed Amendments" in the table below:

Note: highlights are for convenience of reference only.

Article No. / Rationale	**Existing Provisions**	**Proposed Amendments**
Article 2 (Interpretation) *To define the new terms*	-Nil-	New term: "Technological Means" With corresponding meaning: "Tele-communication or audio-visual electronic communication facility that enables any or all persons participating in a meeting to be either aurally and/or visually discernible to the others and be able to communicate concurrently with each other without any intermediary and to be able to participate effectively at the meeting"
Article 111(aa) *Introduction of a new Article*	-Nil-	Tele-conferencing or Video Conferencing Unless restricted by the Act, the Listing Requirements or any other relevant laws, for purposes of a meeting of the Directors or any committee of Directors, where a Director or several or all of the Directors meet using Technological Means, such meeting shall be deemed a valid meeting as would be the case if the Director or Directors participating in such meeting by such means, had attended the said meeting in person.

Article 112(a) (Quorum) *Amendment to cater for participation via Technological Means*	The quorum necessary for the transaction of the business of the Directors shall be not less than half the membership of the full Board of Directors and a certificate signed by the Secretary of the Company shall be final and conclusive for the determination of a quorum.	The quorum necessary for the transaction of the business of the Directors shall be not less than half the membership of the full Board of Directors (present in person at the meeting or participating by Technological Means as permitted by Article 111(aa) and a certificate signed by the Secretary of the Company shall be final and conclusive for the determination of a quorum.