

REACH ENERGY BERHAD
(Registration No. 201301004557 (1034400-T))
(Incorporated in Malaysia)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF THE COMPANY HELD FULLY VIRTUAL AT ONLINE MEETING PLATFORM PROVIDED BY BOARDROOM SHARE REGISTRARS SDN. BHD. VIA ITS WEBSITE AT [HTTPS://MEETING.BOARDROOMLIMITED.MY](https://meeting.boardroomlimited.my) IN MALAYSIA ON THURSDAY, 15 DECEMBER 2022 AT 10.00 A.M.

PRESENT	: <u>Directors</u>	
	Encik Izlan Bin Izhah	- Senior Independent Non-Executive Director
	Datin Noor Lily Zuriati Binti Abdullah	- Independent Non-Executive Director
	Y.M. Tunku Datuk Nooruddin Bin Tunku Dato' Sri Shahabuddin	- Executive Director
	Tan Sri Dr. Azmil Khalili Bin Dato' Khalid	- Non-Independent Non-Executive Director
	Encik Nik Din Bin Nik Sulaiman	- Independent Non-Executive Director
	Dato' Jasmy Bin Ismail	- Independent Non-Executive Director
	Encik Yusoff Bin Hassan	- Independent Non-Executive Director
	<u>Shareholders and Proxies</u>	
	As per Attendance List	
IN ATTENDANCE	: Ms Tan Lai Hong	- Joint Company Secretary
BY INVITATION	: As per Attendance List	
ABSENT WITH APOLOGIES	: Dato' Berikkazy Seksenbayev	- Independent Non-Executive Director
	Mr Yerlan Issekeshv	- Independent Non-Executive Director

1. CHAIRMAN

Encik Izlan Bin Izhab ("Encik Izlan" or "Chairman of the Meeting"), the Senior Independent Director of the Company, was appointed by the members of the Board to chair the EGM. Encik Izlan further conveyed the apologies from the Chairman of the Company, Tan Sri Dr. Azmil Khalili Bin Dato' Khalid who was absent due to his scheduled travel abroad. Encik Izlan), the Chairman of the Meeting, took the Chair and welcomed everyone present at the fully virtual Meeting. The Chairman of the Meeting then introduced the members of the Board of Directors, the Chief Executive Officer ("CEO") and the Joint Company Secretary.

2. QUORUM

With the requisite quorum being present pursuant to Clause 64 of the Company's Constitution, the Chairman declared the Meeting duly convened at 10.00 a.m.

3. NOTICE OF MEETING

The Notice convening the Meeting, having been previously circulated to all shareholders and duly advertised on 25 November 2022, was taken as read.

4. PROCEDURE FOR MEETING

The Chairman stressed that the attendance of the EGM was restricted to shareholders and authorised representatives of corporate shareholders who have proxies registered to join the meeting remotely. Any discussion transpired in the EGM was deemed confidential and only for knowledge of such relevant parties. Visual or audio recording was strictly prohibited unless prior written consent is obtained from the Company. It was highlighted that the quality of the connectivity to virtual meeting portal of live webcast, as well as remote online voting, was highly dependent on the bandwidth and stability of the internet connection available at the location of the remote users.

The Chairman briefed the procedures to be adhered to, in tabling and approving the resolution at the Meeting.

He further explained that the Company had appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the voting by way of e-polling and PKF PLT had been appointed as the Independent Scrutineer to verify and validate the results of the poll.

The poll would be conducted after dealing with all items of the Agenda of this Meeting via electronic voting ("e-Voting") system.

Shareholders were encouraged to submit the questions via messaging chat box until the announcement on the closure of Q&A session. The Chairman stated that the Board will endeavour to respond to the questions submitted by shareholders via the messaging chat box, which were related to the resolutions

to be tabled at the EGM.

The Chairman invited the shareholders and proxies to view a short video presentation by Board Share Registrars Sdn. Bhd. on the polling procedure.

5. PRESENTATION

Before proceeding with the agenda of the Meeting, the Chairman invited the CEO of the Company, Ms. Tan Siew Chaing ("Ms. Tan") to guide the shareholders through the short presentation slides on the Financial and Operation Updates of the Group.

Key areas highlighted amongst others include Corporate Structure after acquisition of Emir-Oil, Emir-Oil Concession Blocks, Oil and Gas Sales Ratio, Oil and Gas Reserves in 2021, CAPEX and OPEX, Company Performance, Operational Plan and Corporate Plan were also highlighted. A copy of the presentation slides is attached herewith as "Appendix A" to this Minutes.

To ensure that shareholders can undertake a well-informed decision, the Chairman then invited the shareholders and proxies to view two video presentations by Hong Leong Bank Investment and TA Securities Holdings Berhad on the Proposed Debt Settlement and Proposed Exemption (collectively, the "Proposals").

Hong Leong Bank Investment as the Principal Adviser for the Proposals had highlighted some key areas, which include Details of the Proposals, Rationale of the Proposal, Utilisation of Proceeds, Effects of the Proposals, Risk Factors, Approval Required and Conditionality and Tentative Timetable in relation to the Proposal. A copy of the presentation slides is attached herewith as "Appendix B" to this Minutes.

TA Securities Holdings Berhad as the Independent Adviser for the Proposals had presented their independent opinion by highlighted the key areas of Rationale and Benefits, Basis and Justification for the Issue Prices of the Settlement Shares, Salient Terms of the Subscription Agreement, Effects of the Proposals, Risk Factors in relation to the Proposals, Industry Outlook and Future Prospects of the Group and Implications Arising from the Voting Outcome of the Proposed Exemption. A copy of the presentation slides is attached herewith as "Appendix C" to this Minutes

6. ORDINARY RESOLUTION 1

- **PROPOSED SETTLEMENT OF DEBT AMOUNTING TO USD49,562,125.54 OR RM206,508,856.40 (RM1.00:USD0.24) VIA THE ISSUANCE OF 1,032,544,282 NEW ORDINARY SHARES IN THE COMPANY ("REB SHARE") TO SUPER RACER LIMITED ("SRL" OR "OFFEROR") AT AN ISSUE PRICE OF RM0.20 PER REB SHARE ("SETTLEMENT SHARES") ("PROPOSED DEBT SETTLEMENT")**

The Chairman informed the shareholders that the first item on the Agenda of the Meeting was to approve the Proposed Settlement of debt amounting to USD49,562,125.54 or RM206,508,856.40 (RM1.00 : USD0.24) via the issuance of 1,032,544,282 new ordinary shares in the Company ("REB Share") to Super Racer

Limited ("SRL" or "Offeror") at an issue price of RM0.20 per REB Share ("Settlement Shares") ("Proposed Debt Settlement").

The resolution was put to vote by poll after the Chairman dealt with all resolutions of the Meeting.

7. ORDINARY RESOLUTION 2

- **PROPOSED EXEMPTION FOR THE OFFEROR AND MR. CHEUNG SIU FAI ("MR CHEUNG"), BEING THE PERSON ACTING IN CONCERT WITH SRL ("PAC") UNDER SUBPARAGRAPH 4.08(1)(B) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ("RULES") FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR THE REMAINING REB SHARES NOT ALREADY HELD BY THEM UPON COMPLETION OF THE PROPOSED DEBT SETTLEMENT ("PROPOSED EXEMPTION")**

The Chairman informed the Meeting that item no. 2 of the Agenda was to approve the Proposed Exemption for the Offeror and Mr. Cheung Siu Fai ("Mr Cheung"), being the person acting in concert with SRL ("PAC") under Subparagraph 4.08(1)(B) of the Rules on Take-Overs, Mergers and Compulsory Acquisitions ("Rules") from the obligation to undertake a mandatory take-over offer for the remaining REB Shares not already held by them upon completion of the proposed debt settlement ("Proposed Exemption").

The resolution was put to vote by poll after the Chairman dealt with all resolutions of the Meeting.

8. QUESTION AND ANSWER SESSION

As all the resolutions of the Meeting had been dealt in accordance with the agenda, the Chairman then encouraged the shareholders and proxies to submit the questions via the messaging chat box. The questions and comments raised by the shareholders/proxies and the responses provided by the Chairman have been summarised as the Appendix D.

9. CONDUCT OF e-POLLING

The Chairman had dealt with most of the questions, the Meeting was subsequently adjourned at 11.03 a.m. for e-polling.

The shareholders/proxies and the Chairman then proceeded to cast their votes online. Upon voting session closed, the Polling Administrator generated the Poll results and the Scrutineers then verified the results generated by the e-polling system.

10. ANNOUNCEMENT OF POLL RESULTS

After the poll results have been generated by Boardroom Share Registrars Sdn Bhd and verified by the Independent Scrutineer, PKF PLT, the Chairman called the Meeting to resume at 11.28 a.m. and announced the results of the poll for



all resolutions set out in the Notice of EGM dated 25 November 2022 as set out follows:-

ORDINARY RESOLUTION 1

- **PROPOSED SETTLEMENT OF DEBT AMOUNTING TO USD49,562,125.54 OR RM206,508,856.40 (RM1.00:USD0.24) VIA THE ISSUANCE OF 1,032,544,282 NEW ORDINARY SHARES IN THE COMPANY ("REB SHARE") TO SUPER RACER LIMITED ("SRL" OR "OFFEROR") AT AN ISSUE PRICE OF RM0.20 PER REB SHARE ("SETTLEMENT SHARES") ("PROPOSED DEBT SETTLEMENT")**

	Number of shareholders	Number of shares held	%
FOR	53	327,504,060	99.9835
AGAINST	13	54,091	0.0165
TOTAL	66	327,558,151	100

Based on the results of the poll, Chairman therefore declared that the Ordinary Resolution 1 was carried and it was RESOLVED:-

THAT subject always to the Companies Act, 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals being obtained from the relevant regulatory authorities, the Directors be and are hereby authorised to allot and issue 1,032,544,282 new ordinary shares at RM0.20 per Settlement Share to SRL to settle the debt amounting to USD49,562,125.54 or RM206,508,856.40 (RM1.00:USD0.2400) owing to SRL.

THAT such Settlement Shares will, upon allotment and issuance, rank equally in all respects with the then existing REB Shares, except that the Settlement Shares will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared by the Company, the entitlement date of which is prior to the date of allotment of the Settlement Shares.

THAT pursuant to Section 85 of the Companies Act 2016, read together with Clause 47(1) of the Constitution of REB, approval be and is hereby given to irrevocably waive the pre-emptive rights of the shareholders of REB to be offered new shares ranking equally to the existing issued REB Shares, arising from the proposed issuance of the Settlement Shares.

THAT the Directors be and are hereby empowered and authorised to take all such necessary steps to give effect to the Proposed Debt Settlement with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Debt Settlement.

AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued.

ORDINARY RESOLUTION 2

- **PROPOSED EXEMPTION FOR THE OFFEROR AND MR. CHEUNG SIU FAI ("MR CHEUNG"), BEING THE PERSON ACTING IN CONCERT WITH SRL ("PAC") UNDER SUBPARAGRAPH 4.08(1)(B) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ("RULES") FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR THE REMAINING REB SHARES NOT ALREADY HELD BY THEM UPON COMPLETION OF THE PROPOSED DEBT SETTLEMENT ("PROPOSED EXEMPTION")**

	Number of shareholders	Number of shares held	%
FOR	53	327,504,560	99.9836
AGAINST	13	53,591	0.0164
TOTAL	66	327,558,151	100

Based on the results of the poll, Chairman therefore declared that the Ordinary Resolution 2 was carried and it was RESOLVED:-

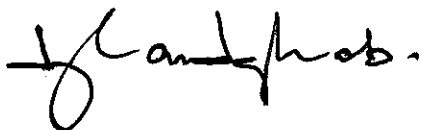
THAT subject to the passing of the Ordinary Resolution 1 and the approvals of Securities Commission Malaysia ("**SC**") being obtained and/ or other relevant authorities or parties including such conditions as may be imposed by the SC, approval be and is hereby given to SRL and the PAC of SRL, Mr Cheung, to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining REB Shares not already held by them after the Proposed Debt Settlement, in accordance with subparagraph 4.08(1)(b) of the Rules;

AND THAT the Directors be and are hereby authorised to do all such acts and things, execute all such documents and to enter into all such transactions, arrangements and agreements as the Board deems necessary and expedient in order to implement, finalise and/or give full effect to and complete the Proposed Exemption; and where applicable with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem necessary or expedient to implement, finalise and/or give full effect to and complete the Proposed Exemption.

11. TERMINATION

There being no further business, the Chairman declared the Meeting closed at 11.30 a.m. with a vote of thanks to all present.

**CONFIRMED AS A CORRECT RECORD
OF THE PROCEEDINGS THEREAT**



**ENCIK IZLAN BIN IZHAB
(ACTING CHAIRMAN)**