

'General Announcement' Announcement - SG180814OTHR54KD

Issuer & Securities

Issuer/ Manager

RAMBA ENERGY LIMITED

Securities

Name	ISIN	Stock Code
RAMBA ENERGY LIMITED	SG1P35918371	R14

Stapled Security

No

Announcement Details

Announcement Sub TitleMinutes of Annual General Meeting held on
30 May 2018**Announcement Reference**

SG180814OTHR54KD

Submitted By (Co./ Ind. Name)

Chew Kok Liang

Designation

Company Secretary

Contact Details

6381 6769

Effective Date and Time of the event**Price Sensitivity**

Yes

**Description (Please provide a detailed
description of the event in the box below)**

Please refer to the attachment.

Attachments

For Public Dissemination

REL - Minutes of AGM held on 30 May 2018.pdf

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RAMBA ENERGY LIMITED
(Company Registration No. 200301668R)
(Incorporated in Singapore)
(the “Company”)

MINUTES OF ANNUAL GENERAL MEETING

PLACE : Emerald Suite, Orchid Country Club, 1 Orchid Club Road Singapore
769162

DATE : Wednesday, 30 May 2018

TIME : 3.00 p.m.

PRESENT : Please see attendance list.

IN ATTENDANCE : Please see attendance list.

CHAIRMAN : Mr Tan Chong Huat

QUORUM

As a quorum was present, Mr Tan Chong Huat, the Chairman of the meeting (the “**Chairman**”) declared the Annual General Meeting (the “**Meeting**”) open at 3.00 p.m.

INTRODUCTION

The Chairman proceeded to introduce the members of the Board of Directors and the External Auditors of the Company to those present at the Meeting.

NOTICE

With the consent of the Meeting, the Notice convening the Meeting was taken as read.

The Chairman informed the shareholders that in accordance to Rule 730A(2) of the Listing Manual of Singapore Exchange Securities Trading Limited (“**SGX-ST**”), all resolutions put forth for voting in the Meeting will be carried out by way of a poll and polling would be conducted after the formalities of the Meeting. The Chairman further informed the shareholders that T S Tay Public Accounting Corporation had been appointed as scrutineers for the Meeting.

ORDINARY BUSINESS:

DIRECTORS’ STATEMENTS AND AUDITED FINANCIAL STATEMENTS – RESOLUTION 1

The Meeting proceeded to receive and adopt the Directors’ Statements and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2017 (“**FY2017**”) together with the Auditors’ Report (the “**Audited Financial Statements**”).

The Chairman invited shareholders to raise questions on the Audited Financial Statements. Mr Moran proposed the following motion which, was seconded by Mr Kamphorst.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	141,376,084	94.710
Against the Resolution	7,896,900	5.290
Abstained from the Resolution	-	-

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

“That the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2017 together with the Auditors’ Report be and are hereby received and adopted.”

RE-ELECTION OF DIRECTOR (MR CHEE TECK KWONG PATRICK) – RESOLUTION 2

Mr Chee Teck Wong Patrick (“**Mr Chee**”), who was retiring as a director of the Company pursuant to Regulation 111 of the Company’s Constitution, had signified his consent to continue in office.

The motion was proposed by Mr Lim and was seconded by Mr Lin.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	148,026,984	99.165
Against the Resolution	1,246,000	0.835
Abstained from the Resolution	-	-

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

“That Mr Chee, who retired from office in accordance with Regulation 111 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company.”

Mr Chee will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee, and he will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

RE-ELECTION OF DIRECTOR (MR LEE SECK HWEE) – RESOLUTION 3

Mr Lee Seck Hwee (“**Mr Lee**”), who was retiring as a director of the Company pursuant to Regulation 111 of the Company’s Constitution, had signified his consent to continue in office.

The motion was proposed by Mr Moran and was seconded by Mr Kamphorst.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	141,093,084	94.520
Against the Resolution	8,179,900	5.480
Abstained from the Resolution	-	-

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

“That Mr Lee, who retired from office in accordance with Regulation 111 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company.”

Mr Lee will, upon re-election as a Director of the Company, remain as Executive Director of the Company and he will be considered non-independent.

DIRECTORS’ FEES FOR FINANCIAL YEAR ENDING 31 DECEMBER 2018 – RESOLUTION 4

The Board had recommended the payment of up to S\$471,250 as Directors’ fees to Non-Executive and Independent Directors for the financial year ending 31 December 2018.

The motion was proposed by Mr Lin and was seconded by Mr Kanti.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	27,575,567	68.353
Against the Resolution	12,767,495	31.647
Abstained from the Resolution	-	-

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

“That the payment of the Directors’ fees of up to S\$471,250 to Non-Executive and Independent Directors for the year ending 31 December 2018 be approved.”

RE-APPOINTMENT OF AUDITORS (MESSRS ERNST & YOUNG LLP) – RESOLUTION 5

The retiring auditors, Messrs Ernst & Young LLP, had expressed their willingness to continue in office.

The motion was proposed by Mr Lin and was seconded by Mr Lim.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	149,059,481	99.859
Against the Resolution	210,503	0.141
Abstained from the Resolution	-	-

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

“That Messrs Ernst & Young LLP, who have expressed their willingness to continue in office, be and are hereby re-appointed as Auditors until the conclusion of the next Annual General Meeting at a fee to be agreed between the Directors and Messrs Ernst & Young LLP.”

SPECIAL BUSINESS – ORDINARY RESOLUTIONS

AUTHORITY TO ISSUE NEW SHARES – RESOLUTION 6

The Chairman informed that all pertinent information relating to the proposed Resolution 6 was set out under item 6 in the Notice of this Meeting on pages 132 to 133 of the Annual Report.

The motion was proposed by Mr Chan and was seconded by Mr Kamphorst.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	140,346,084	94.020
Against the Resolution	8,926,900	5.980
Abstained from the Resolution	-	-

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

“That pursuant to Section 161 of the Companies Act, Cap. 50 (“**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:-
 - (i) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares.
- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provision of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

AUTHORITY TO ISSUE SHARES UNDER RAMBA GROUP SHARE OPTION SCHEME (“RGSOS”) AND RGSOS 2017 – RESOLUTION 7

The Chairman informed that all pertinent information relating to the proposed Resolution 7 was set out under item 7 in the Notice of this Meeting on page 134 of the Annual Report. He further reminded the shareholders who were entitled to participate in the RGSOS and RGSOS 2017 to abstain from voting on this resolution.

The motion was proposed by Mr Chan and was seconded by Mr Lin.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	8,386,575	39.613
Against the Resolution	12,784,495	60.387
Abstained from the Resolution	123,275,714	-

Based on the above result, the Chairman declared the motion not carried.

AUTHORITY TO ISSUE SHARES UNDER RAMBA GROUP PERFORMANCE SHARE PLAN (“RGPSP”) AND RGPSP 2017 – RESOLUTION 8

The Chairman informed that all pertinent information relating to the proposed Resolution 8 was set out under item 8 in the Notice of this Meeting on page 134 of the Annual Report. He further reminded the shareholders who were entitled to participate in the RGPSP and RGPSP 2017 to abstain from voting on this resolution

The motion was proposed by Mr Moran and was seconded by Mr Kamphorst.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	11,903,670	48.216
Against the Resolution	12,784,495	51.784
Abstained from the Resolution	124,584,819	-

Based on the above result, the Chairman declared the motion not carried.

CONCLUSION

There being no other business to transact, the Chairman declared the Meeting closed at 5.25 p.m., thanked everyone for their attendance and continued with the Extraordinary General Meeting.

CERTIFIED AS A TRUE RECORD OF THE PROCEEDINGS OF THE MEETING

TAN CHONG HUAT
CHAIRMAN OF THE MEETING

RAMBA ENERGY LIMITED
(Company Registration No. 200301668R)
(Incorporated in the Republic of Singapore)
(the “Company”)

ANNUAL GENERAL MEETING

Wednesday, 30 May 2018

Questions and Answers Session

Question 1 : Mr Ho asked what are the business segments and explanations on the performance of each business segments.

Answer 1 : Mr Lee Seck Hwee (“**Mr Lee**”) explained that the main core businesses of the Group were logistics and oil & gas (“**O&G**”). The logistics business contributed about 90% of the revenue of the Group. The O&G business revenue were low. Revenue from logistics business was higher whereas the assets in the O&G were higher. There was minimum profit from the logistics business which had generated revenue from high volume of activities. Because of this, the Board decided to diversify to O&G business which was then expected to have higher profit margin, higher risk and higher capital investment. Risk and capital investment for Ramba as an onshore company would be relatively lower as compared to an offshore company.

Question 2 : Mr Tay said that the CEO’s message in Annual Report FY 2017 stated there was a reduction in loss and asked for explanations on the performance of each business segments.

Answer 2 : Mr Daniel Zier Johannes Jol (“**Mr Jol**”) explained that the logistics business was an industry with low profit margin. Whilst the O&G business was expected to generate higher rate of return, it would take longer time to generate profit. The Company had experienced the global oil price crash in 2011 after the Management took over in 2008. The Company had subsequently acquired Lemang PSC Block (“**Lemang Block**”) which was in the process to streamline its operations and developments together with the government agencies in Indonesia. The performance of O&G would be dependent on global oil price to determine the profit return of the Company.

The Group operates onshore where there is a long list of permits and approvals required from the Indonesian authorities.

The Group had three main O&G fields. Lemang Block started its production in year 2016 and would be producing in greater volumes in the future. There has been some delay because our joint venture partner, Mandala Energy Limited (“**Mandala**”) has decided to carry out further geological studies and different artificial lift and subsurface pump designs before it goes online with the existing (8) wells (which consists of one water injector, two gas producers and five oil producers).

Artificial lift is required to optimize production given the relatively low pressure conditions and geological structure. Mandala would be working out the appropriate method of drilling and well design to maximise the production. Operation costs are relatively high to operate the Lemang Block because Mandala would also recruit foreign technical expertise and experienced staff for operations. The Company will make an announcement to shareholders when full production begins.

The Company also has to overcome the logistic limitations, for example, the roads too narrow for the big trucks to transport the oil.

As for the Jatiraragon gas field, because the concession would be expiring in the first half of 2020, the Group was making minimal investments for small workovers maintain its production and/or reduce the decline.

The West Jambi Block is still at an early exploration and evaluation stage. At this time, the West Jambi Block will be further studied.

Mr Lee said that the Company expected profit when the Group's revenue would be sufficient to cover the operation costs. This would be dependent on full production and the global oil price. The operation costs were high last year because the production and oil price were low. The Group has been informed by Mandala that it has targeted to increase production to 2000 barrels of oils per day ("**bopd**") by June 2018.

Mr Soeryadjaya said that investing in O&G industry is a high risk investment. Unfortunately, there were unfavourable news which had continuously hit the O&G industry in 2016 and 2017 which significantly affected all the O&G companies. The Group would be recovering from the hits and losses incurred in year 2016 and 2017. He had also injected cash as capital to sustain the Company. Mandala had significant capital investments and had been working on the production. The Company would be committed to ensure that Mandala, as an operator, deliver the production within the timeline. The Company aimed to reduce its running costs while improving the production in the oil fields. The Company would strive to improve its performance in 2018.

Question 3 : Mr Ho asked what were the legal claims against the Company.

Answer 3 : Mr Jol informed the shareholders that the legal proceedings by Super Power Enterprises Group Ltd was ongoing and the outcome of the proceedings would be announced in due course.

Question 4 : Shareholders asked for the reason why the Chief Executive Officer ("**CEO**") was not present in person at the annual general meeting.

Answer 4 : Mr Aditya Wisnuwardana Seky Soeryadjaya ("**Mr Soeryadjaya**") said that he would be a witness to a legal court case which involved a government organisation (Pertamina) in Indonesia and he was not able to leave Indonesia to attend the annual general meeting. The case did not involve the Company.

Question 5 : Mr Tay and Mr Lim asked (i) what were the total amount of proceeds raised from placements and rights issue since May 2008. Mr Lim also asked what was the amount invested in O&G business. Mr Lim asked what was the Return on Investment ("**ROI**") from the O&G.

Answer 5 : Mr Lee said that the proceeds were mostly invested in Oil & Gas Blocks. Mr Jol added that, off the top of his head, a total of approximately S\$75million had been raised since the first fund raising made in 2009. The Company had invested a large portion of the proceeds on the Lemang Block, US\$ 10 million on West Jambi Block and US\$5-10million on Jatirarangon field respectively. Mr Soeryadjaya said that part of the funds raised had been invested in O&G segment. The ROI would be dependent on the oil price and the profits to be generated from O&G production.

Question 6 : Mr Kanti asked the Directors to review all the operating assets of the Group and the business operations.

Answer 6 : The Board and the Management will arrange a meeting with the shareholders, (similar to a shareholder meeting held two years ago) to enable the shareholders to have better understanding on the Company's operations. Mr Soeryadjaya would also invite Mandala to attend the meeting.

Question 7 : Mr Kanti asked whether the Company is sustainable.

- Answer 7 : Mr Soeryadjaya said that the Company had no bankruptcy concerns and currently carrying out cost cutting and capital control. The Company should be ready for any opportunities to increase capital of the Company.
- Question 8 : Mr Kanti asked whether the Shareholders or the Company would be open to sell shares if there is a keen buyer.
- Answer 8 : Mr Soeryadjaya said that he is open to discussion. The Board and the Management would have to act in the best interests of the Company.
- Question 9 : Mr Tay asked for (i) the rationale of farming-out the 20% participating interest with 6% cash call option and retaining the balance of 10%, (ii) whether any valuation done for the farm-out, (iii) any approval obtained from the Shareholders, and (iv) whether any proper analysis conducted and shareholder's approval is required on selling the assets more than 20% under the requirements of Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Rules.
- Answer 9 : Mr Soeryadjaya informed that the decision made was of view that capital expenditures ("**CAPEX**") involved would be borne by Mandala. The O&G market is volatile and oil price was low in 2016 and 2017. It was stated in the announcement that Mandala agreed to carry the CAPEX until 2019. Chairman further added that it is in the ordinary course of business in relation to SGX-ST rules and regulations.
- Mr Lee said that the transactions on farm-in and farm-out are covered under SGX-ST requirements. It is in the ordinary course of business and therefore no further shareholders' approval required. The Company had also consulted with SGX-ST and previously obtained shareholders' approval that farm-in and farm-out are in the ordinary course of business.
- There was a shareholders' meeting sought for the approval on change of company business to have both logistics and O&G as core business segments. Shareholders' approval would be required if the Company decides to divest the entire O&G business.
- Question 10 : Mr Tay asked why Mandala was willing to do the financial carry for the CAPEX.
- Answer 10 : Mr Soeryadjaya replied that as a joint venture partner, Mandala was willing to take up the CAPEX in order for all partners of the Lemang block to have better cash flow turnover and ensure that the project does not run into any funding gaps.
- Question 11 : Mr Lim asked what was the definition of farm-in and farm-out and the rationale for the farm-out.
- Answer 11 : Mr Jol explained that a farm-in and farm-out is the transfer of working interests in an oil and/or gas block (i.e. buying and selling of a participating interest of a joint venture).
- Question 12 : Mr Tay asked what are the returns or benefits expected from Mandala with the remaining balance of 10% participating interest and whether there would be dividends from the profits.
- Answer 12 : Mr Jol said that the Management and the Board hopes to obtain positive cashflows from its remaining 10% interest in the Lemang block up to the expiry of the block in 2037. .
- Question 13 : Mr Lim and Mr Tay asked (i) the Board to review and explain on the decision made in 2017 is now being diluted of interest and the decision made with consideration on

the future oil price, (ii) the reason not to have more funds raising earlier to tide over the Company's difficulties period (iii) the CEO to explain the rationale as a controlling shareholder to farm out Mandala, what is most beneficial to the Company and whether the CEO was able to foresee the recovery of oil price in future.

Answer 13 : Mr Soeryadjaya said that the current O&G conditions are much better than in years 2016 and 2017. To fulfil the cash call where the past funds raised were not sufficient, Mandala had also offered some solutions to the Company. He further stressed that he has no personal gain by having any business relationship with Mandala. The consideration of having Mandala as joint venture operatorship as it is an US-owned company strictly in compliant with rules and regulation in US government. Based on the market in year 2016 and 2017, he could not foresee any increase on oil price then. He also said that it was difficult to raise funds in view of the bad economy factors in 2016 and 2017. Mr Soeryadjaya did mention that he was the only shareholder who subscribed to the latest rights issue, giving the Group approximately \$9.2 million.

Question 14 : Mr Lim said that the lack of response to cash call in years 2016 and 2017 reflected the shareholders' confidence in the Company.

Answer 14 : Mr Soeryadjaya responded that the losses of the Group were due to the O&G segment. Placements with the biggest fund pool had been raised in 2015. Unfortunately, the hits to the O&G business in 2017 has consequentially brought substantial impact to the Company. He was and still is of the view that O&G is a high risk industry.

Question 15 : Mr Peh asked whether the Auditors have any issue on the going concerns of the Company.

Answer 15 : Mr Chan Yew Kiang ("**Mr Chan**") explained that going concern is one of the KAMs area required to be completed within the audit fieldworks. They have extended their opinion in the financial report with the auditors' consideration and based on presently cash flow provided by the Company. The following areas have been carried into the consideration:

- (i) Financial factors – The auditors have also conducted the audit on Lemang in view of the CAPEX reported therein.
- (ii) Capital intensive business and Mandala took out most of the operating expenses and CAPEX
- (iii) Logistics segment has a positive cash flow without any going concern to be raised.
- (iv) West Jambi Block is a gas exploration field much depending on the Company to have sum of additional investment to pay over the years for exploration and its production
- (v) Jatirarangan field is nearest to the end of concession. The cash flow is almost neutral.

With all of the above taken into consideration, the financial statements were not qualified including the going concern.

Question 16 : Mr Tay asked for the reason of retaining the 10% participating interest rather of selling the whole stake. He asked whether the costs utilised in Lemang Block could be entirely recovered when the Company farmed-out the participating interest to Mandala. Based on their calculation, the Company only generates S\$10million per year with current 10% participating interest and production of 6000 bopd, subject to the production in full capacity in the upcoming 15 years.

Answer 16 : Mr Jol said that 80% of the gross revenue will be recovered by all the partners of the Lemang block. A portion of the cost recovery pool would have been transferred to Mandala as per the farm out with Mandala.

Mr Soeryadjaya said that the Company would not be in higher risk as compared to 10 years ago because the Company had the assets. However, there were variables which were beyond the Company's control such as oil price and gas price. As a controlling shareholder and CEO, he would continue to act in the best interests of the Company and have the operation cost cutting measures. The Company had to resolve the current issues to move forward. The Board anticipated that the production from Lemang Block would have sufficient cash flows and returns to the Company. The Board may also consider on any alternatives.,

Question 17 : Mr Lim asked whether the Executive Management would be prepared for salary cut in view that the Company is not doing well. Shareholders also noted that the salary and performance bonus of employees in FY 2017 were higher than FY 2016.

Answer 17 : Mr Lee clarified that the salary and performance bonus reported was based on group accounts, including 900 headcounts in the logistics segment. Mr Soeryadjaya informed of his salary cut. The Chairman further added that the Independent Directors and Non-Executive Directors have also agreed to reduce their directors' fees with effective from January 2018.

Question 18 : Mr Chan requested the Company to consider right issues and he will participate on the exercise.

Answer 18 : The Board extended their appreciation on the support of shareholder.