

1MALAYSIA DEVELOPMENT BERHAD
(Company No 848230-V)

DCR30A /2012

DIRECTORS' CIRCULAR RESOLUTION IN WRITING
PASSED PURSUANT TO THE COMPANY'S ARTICLES OF ASSOCIATION

WHEREAS:

- (a) 1MDB International Holdings Limited (BVI) ("1HL"), a wholly-owned subsidiary of the Company, had acquired forty nine percent (49%) of its issued share capital in PetroSaudi Oil Services Limited ("PSOSL") with commercial arrangements for effectively the entire 100% economic benefits to be derived from PSOSL to be transferred to 1HL, at a purchase consideration of US\$2,222,630,000, and 1HL's sole asset is its investment in PSOSL; and
- (b) the Company now proposes to dispose of 1HL to Bridge Partners International Investment Limited at a purchase consideration of no less than US\$2,222,630,000, and for the proceeds thereof to be reinvested in the interim either directly or via wholly-owned subsidiaries of the Company established for such purpose in funds which are managed by licensed fund managers,

We, the undersigned Directors of the Company for the time being, do hereby resolve:-

PROPOSED DISPOSAL OF THE ENTIRE ONE HUNDRED PERCENT (100%) EQUITY INTEREST OF THE COMPANY IN 1MDB INTERNATIONAL HOLDINGS LIMITED

1. THAT, subject to the approval of the Shareholder of Company, the disposal by the Company of its entire one hundred percent (100%) equity interest in 1MDB International Holdings Limited (BVI) to Bridge Partners International Investment Limited for a purchase consideration of no less than US\$2,222,630,000 ("Proposed Disposal"), be and is hereby approved.
2. THAT further subject to the approval of the Shareholder of the Company, the proceeds of the Proposed Disposal be reinvested either directly or via wholly-owned subsidiaries of the Company established for such purpose in one or more funds which are managed by licensed fund management companies to be decided at the discretion of the Chief Executive Officer of the Company ("Proposed Reinvestment");
3. THAT Datuk Shahrol Azral bin Ibrahim Halmi be authorised to take all necessary actions towards negotiating and executing any documents pertaining to or in connection with Proposed Disposal and the Proposed Reinvestment, including the sale and purchase agreement, subscription agreements and/or any other documents in relation thereto, for and on behalf of the Company, and to do all such things and take all such actions necessary or advisable to carry out fully the purposes and intents of the abovementioned resolutions.
4. THAT authority be given for the Common Seal to be affixed, where necessary, onto any relevant documents in relation to the abovementioned resolutions, in accordance with the provisions of the Company's Articles of Association.
5. THAT the Company approves, confirms and ratifies all legal acts performed by the Directors and officers of the Company prior to the date hereof on behalf of the Company with respect to the discussion, drafting, preparation, finalization and execution of any documents and all other related ancillary documentation in relation to the Proposed Disposal and Proposed Reinvestment.

1MALAYSIA DEVELOPMENT BERHAD
(Company No 848230-V)

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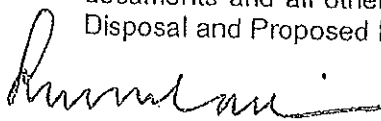
PROPOSED DISPOSAL OF THE ENTIRE ONE HUNDRED PERCENT (100%) EQUITY INTEREST OF THE COMPANY IN 1MDB INTERNATIONAL HOLDINGS LIMITED

6. THAT a meeting of the holder of the special rights redeemable preference share issued by the Company, and an Extraordinary General Meeting of the Company, being a wholly-owned subsidiary of Minister of Finance (Incorporated), and be fixed on 2 August 2012 pursuant to Section 147(6) of the Companies Act, 1965, to consider and, if thought fit, pass the following resolutions:-

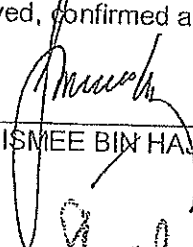
ORDINARY RESOLUTION
PROPOSED DISPOSAL OF THE ENTIRE ONE HUNDRED PERCENT (100%) EQUITY INTEREST OF THE COMPANY IN 1MDB INTERNATIONAL HOLDINGS LIMITED

THAT approval be and is hereby given for the disposal by the Company of its entire one hundred percent (100%) equity interest in 1MDB International Holdings Limited (BVI) to Bridge Partners International Investment Limited for a purchase consideration of no less than US\$2,222,630,000 ("Proposed Disposal") AND for the proceeds of the Proposed Disposal to be reinvested in one or more funds which are managed by licensed fund management companies to be decided at the discretion of the Chief Executive Officer of the Company ("Proposed Reinvestment");


AND THAT the Board of Directors of the Company be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and enter into any agreements, arrangements and/or undertaking with any party or parties, as they may deem fit, necessary, expedient and/or appropriate to implement, finalise and/or give effect to and complete the Proposed Disposal and Proposed Reinvestment, with full powers to assent to any term, condition, modification, variation and/or amendment as may be agreed to/required by any regulatory authority or as a consequence of any such requirement or as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal and Proposed Reinvestment and in the best interests of the Company AND FURTHER THAT all legal acts performed by the Directors and officers of the Company prior to the date hereof on behalf of the Company with respect to the discussion, drafting, preparation, finalization and execution of any documents and all other related ancillary documentation in relation to the Proposed Disposal and Proposed Reinvestment be approved, confirmed and ratified.



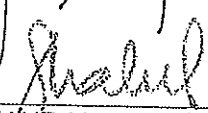
TAN SRI DATO' SERI LODIN BIN
WOK KAMARUDDIN



DATUK ISMEE BIN HAJI ISMAIL



DATO' ONG GIM HUAT



DATUK SHAHROL AZRAL BIN
IBRAHIM HALMI



ASHWIN JETHANAND VALIRAM

Dated: 2 August 2012

1MALAYSIA DEVELOPMENT BERHAD
(Company No 848230-V)


SPECIAL RIGHTS REDEEMABLE PREFERENCE
SHAREHOLDER'S RESOLUTION IN WRITING

We, the undersigned, being the holder of all the special rights redeemable preference shares of RM1.00 each of the Company for the time being entitled to receive notice of, and to attend and vote at class meetings of the Company, do hereby resolve:-

ORDINARY RESOLUTION
PROPOSED DISPOSAL OF THE ENTIRE ONE HUNDRED PERCENT (100%) EQUITY
INTEREST OF THE COMPANY IN 1MDB INTERNATIONAL HOLDINGS LIMITED

THAT approval be and is hereby given for the disposal by the Company of its entire one hundred percent (100%) equity interest in 1MDB International Holdings Limited (BVI) to Bridge Partners International Investment Limited for a purchase consideration of no less than US\$2,222,630,000 ("Proposed Disposal") AND for the proceeds of the Proposed Disposal to be reinvested in one or more funds which are managed by licensed fund management companies to be decided at the discretion of the Chief Executive Officer of the Company ("Proposed Reinvestment");

AND THAT the Board of Directors of the Company be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and enter into any agreements, arrangements and/or undertaking with any party or parties, as they may deem fit, necessary, expedient and/or appropriate to implement, finalise and/or give effect to and complete the Proposed Disposal and Proposed Reinvestment, with full powers to assent to any term, condition, modification, variation and/or amendment as may be agreed to/required by any regulatory authority or as a consequence of any such requirement or as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal and Proposed Reinvestment and in the best interests of the Company AND FURTHER THAT all legal acts performed by the Directors and officers of the Company prior to the date hereof on behalf of the Company with respect to the discussion, drafting, preparation, finalization and execution of any documents and all other related ancillary documentation in relation to the Proposed Disposal and Proposed Reinvestment be approved, confirmed and ratified.



MINISTER OF FINANCE (INCORPORATED)
Dato' Sri Mohd Najib Bin Tun Haji Abdul Razak

Dated: 2 August 2012