

In the matter of the Companies Law (1998 Revision)

and

In the matter of Triton Oil Company of Malaysia Inc.

BETWEEN:

TRITON OIL COMPANY OF MALAYSIA INC (an exempted company
incorporated with limited liability under the laws of the Cayman Islands)

- and -

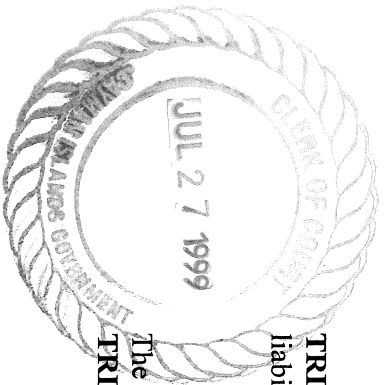
TRITON CAMBODIA INC (an exempted company incorporated with limited
liability under the laws of the Cayman Islands)

- and -

The holder of 10,000 Ordinary Shares of US\$1.00 each in
TRITON OIL COMPANY OF MALAYSIA INC

- and -

The General Unsecured Creditors of
TRITON OIL COMPANY OF MALAYSIA INC



EX PARTE ORIGINATING SUMMONS

LET ALL PARTIES CONCERNED attend before the Judge in Chambers, at the Law Courts, George Town, Grand Cayman on the 18 day of Aug 1999, at 9:30 o'clock, on the hearing of an application by Triton Oil Company of Malaysia ("the Company") that

1. The Company may be at liberty to convene meetings to be held at Caledonian Bank & Trust Limited, Caledonian House, Dr. Roy's Drive, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands for the purpose of considering, and if thought fit, approving, with or without modification, a Scheme of Arrangement proposed to be made between the Company and the following classes:

- (i) The holder of 10,000 Ordinary Shares of \$1.00 each in the Company;
 - (ii) The general unsecured creditors
2. AND for the purpose of considering and if thought fit approving with or without modification a Scheme of Arrangement proposed to be made between the Company and Triton Cambodia Inc.
3. AND that directions may be given as to the method of convening the said meetings.
4. AND that W. Greg Dunlevy of 6688 North Central Expressway, Suite 1400, Dallas, Texas 75206, a director of the Company or failing him, I, or failing me, James C. Musselman of 5404 Falls Road, Dallas Texas 75220 or, failing him, A.E. Turner III of 3004 Rosedale, Dallas Texas 75205 a director of the Company, may be appointed Chairman of the said meeting and directed to report the results thereof to the Court.

DATED this 27th day of July, 1999.

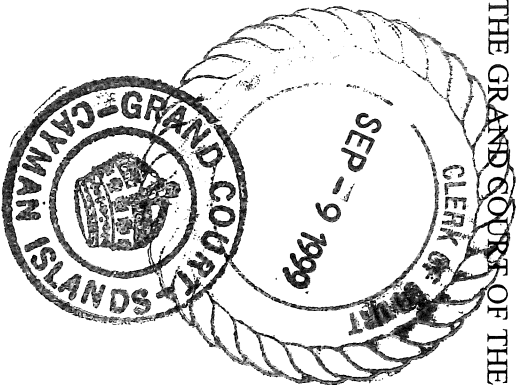
W.S. WALKER & COMPANY
Attorneys-at-Law for and on behalf
of the Applicant

TIME ESTIMATE: The estimated length of the hearing of this Summons is 30 minutes.

This Summons was issued by W.S. Walker & Company of P. O. Box 265, Walker House, George Town, Grand Cayman, Attorneys-at-Law for the Applicant whose address for service is care of his said Attorneys-at-Law.

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 455 OF 1999



IN THE MATTER of TRITON OIL COMPANY OF
MALAYSIA INC.

and

IN THE MATTER of TRITON CAMBODIA INC.

and

IN THE MATTER of Section 86 of the COMPANIES LAW
(1998 REVISION)

PETITION

TO: HER MAJESTY'S GRAND COURT OF THE CAYMAN ISLANDS

The Humble Petition of Triton Oil Company of Malaysia Inc. sheweth as follows:-

1. The object of this Petition is to seek the sanction of the Court for a Scheme of Arrangement under Section 86 of the Companies Law (1998 Revision) ("the Scheme") between (inter alia) the above-named Triton Oil Company of Malaysia Inc. ("the Company") and the holder of 10,000 Ordinary Shares of US\$1.00 each and its General Unsecured Creditor, a print whereof is annexed to this Petition by way of Schedule.
2. The Company was incorporated on 28th June, 1995 under the Companies Law as an exempted Company limited by shares.
3. The registered office of the Company is situate at Caledonian Bank & Trust Limited, Caledonian House, Dr. Roy's Drive, P.O. Box 1043, George Town, Grand Cayman.
4. The objects for which the Company was established are unrestricted.
5. Shortly after its incorporation the Company commenced and has since continued to carry on business as a representative office in Malaysia, but has subsequently become dormant.
6. The authorised share capital of the Company is US\$50,000 divided into 50,000 Ordinary Shares of US\$1.00 each.

7. Of the 50,000 Ordinary Shares of US\$1.00 each in the present capital of the Company 10,000 have been issued and are fully paid up and the remaining 40,000 are unissued.
8. The purpose of the Scheme is the merger of the Company and Triton Cambodia, Inc. with Triton Cambodia, Inc. being the surviving entity. So far as it concerns the Company, the principal features of the Scheme are as follows:
 - (a) The transfer of all of the property, undertaking, liabilities and obligations of the Company to Triton Cambodia, Inc.;
 - (b) The issue by Triton Cambodia, Inc. to the holders of the Company's Ordinary Shares of 1 Ordinary Share of US\$0.01 each in Triton Cambodia, Inc. for every Ordinary Share of US\$1 in the Company.
9. By an Order made by this Honourable Court in the above matters on 18th August 1999 it was ordered that the Company should convene separate meetings of the holder of its Ordinary Shares and its General Unsecured Creditor for the purpose of considering and if thought fit approving (with or without modification) the Scheme, and the Court appointed Greg Dunlevy or, failing him, James C. Musselman, to act as Chairman of the said meetings and directed the said Chairman to report the results thereof to the Court.
10. On 31st August, 1999 separate Meetings of the holder of the Ordinary Shares and the General Unsecured Creditor were held at 6688 North Central Expressway, Dallas, Texas and the said Greg Dunlevy took the Chair at each such Meeting.
11. The number of holders of Ordinary Shares and General Unsecured Creditors present and voting in person or by proxy at the said Meetings are set out in the first column of the Table below set out. The Resolution submitted at each Meeting was that the Scheme should be approved without modification or with the amendments shown in the print of the Scheme scheduled hereto and in each case it was so approved accordingly. The votes given by such holders for and against the Resolution that the Scheme should be so approved were as stated in the second and third column of the said Table.

TABLE

Meeting	Present and Voting	VOTED FOR THE RESOLUTION		VOTED AGAINST THE RESOLUTION		% in Favour
		No.	Shares or votes represented	No.	Shares or votes represented	
the holder of 10,000 shares of US\$1.00 each in the Company	How present proxy	1	10,000	1	10,000	100%
the general unsecured creditors	proxy	1	US\$212,805	1	US\$212,805	100%

Your Petitioner therefore humbly prays as follows:

1. That the Scheme may be sanctioned by the Court so as to be binding on the Company and the holder of its Ordinary Shares and its General Unsecured Creditor.
2. That the Court make such Orders pursuant to Section 87 of the Law as it deems appropriate to facilitate the amalgamation of the Company with Triton Cambodia, Inc. including, more specifically:
 - (a) The transfer to Triton Cambodia, Inc. of the whole of the undertaking and of the property and liabilities of the Company;
 - (b) The Dissolution, without winding up, of the Company;
 - (c) Such incidental, consequential and supplemental matters as are necessary to secure that the amalgamation is fully and effectively carried out.

AND your Petitioner will ever pray, etc.

DATED this ~~8th~~ day of ~~Sept~~ ~~25~~ 1999.

W.S. WALKER & CO.

W.S. Walker & Company
Attorneys-at-Law for the Petitioner

INDORSEMENT

This petition, having been presented to the Grand Court of the Cayman Islands on the _____ day of _____, 1999 will be heard at the Grand Court of the Cayman Islands on:

DATE: 14th October 1999

TIME: 9:30 a.m.

(or as soon thereafter as the petition can be heard).

This Petition is filed by W.S. Walker & Company, Attorneys-at-Law, P.O. Box 265, Walker House, George Town, Grand Cayman Attorneys-at-Law for the Petitioner herein whose address for service is that of its said Attorneys-at-Law.

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 455 OF 1999

IN THE MATTER of TRITON OIL COMPANY OF
MALAYSIA INC.

and

IN THE MATTER of TRITON CAMBODIA INC.

and

IN THE MATTER of Section 86 of the COMPANIES LAW
(1998 REVISION)

SCHEDULE 1

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. OF 1999

IN THE MATTER OF THE COMPANIES LAW (1995 REVISION)

SCHEME OF ARRANGEMENT AND AMALGAMATION
under Sections 85 and 86 of the Companies Law (1995 Revision)

BETWEEN:

TRITON OIL COMPANY OF MALAYSIA INC (an exempted company
incorporated with limited liability under the laws of the Cayman Islands)

- and -

TRITON CAMBODIA INC (an exempted company incorporated with limited
liability under the laws of the Cayman Islands)

- and -

The holder of 10,000 Ordinary Shares of US\$1.00 each in
TRITON OIL COMPANY OF MALAYSIA INC

- and -

The General Unsecured Creditors of
TRITON OIL COMPANY OF MALAYSIA INC

PRELIMINARY**Definitions**

A. In this Scheme, unless inconsistent with the subject or context, the following expressions shall bear the following meanings:

"Effective Date" means 31st August, 1999.

"Explanatory Scheme Documents" means the memoranda to be circulated to the relevant classes of shareholders and creditors by the boards of directors of TOCM and TCam explaining the practical effect of the Scheme.

"TOCM" means Triton Oil Company of Malaysia Inc.

"TCam" means Triton Cambodia Inc.

"TCam Ordinary Shares" means ordinary shares of US\$0.01 each issued by TCam.

"TOCM Ordinary Shares" means ordinary shares of US\$1.00 each issued by TOCM.

"Scheme" means this Scheme in its present form or with any modification thereof or addition thereto or condition approved or imposed by the Court.

For the avoidance of doubt should any inconsistency arise between this Scheme and the Explanatory Scheme Documents to be circulated with the Notices calling the relevant meetings the terms of this Scheme will prevail.

Capitalised terms used in the Scheme and not otherwise defined herein shall have those meanings contained in the respective Memoranda and Articles of Association of TCam and TOCM as the case may be.

Preamble

B. In this Scheme:

- (i) References to paragraphs are references to paragraphs of this Scheme;
 - (ii) References to a "person" include a company or other incorporated body, unincorporated association or a partnership or natural persons;
 - (iii) References to statute or statutory provision include the same as amended or reenacted;
 - (iv) The singular includes the plural and vice versa and the masculine and neuter include each other and the feminine;
 - (v) Headings to paragraphs are for ease of reference only and shall not affect the interpretation of this Scheme.
- C. The authorised share capital of TOCM is US\$50,000 divided into 50,000 Ordinary Shares of US\$1.00 each, of which 10,000 have been issued and are fully paid.
- D. TCam was incorporated on 28th February, 1996, as an exempted private company in the Cayman Islands and has an authorised share capital of US\$500 divided into Ordinary Shares of US\$0.01 each, of which of this Scheme have been issued and are fully paid.
- E. The primary purpose of this Scheme is on the Effective Date to effect an amalgamation of TOCM and TCam by the acquisition of the assets, liabilities and undertakings of TOCM by TCam and the allotment of TCam Preferred Shares to the holders of Ordinary Shares in TOCM.

THE SCHEME

1. Transfers of Undertakings of TOCM

- 1.1 As of the Effective Date TCam shall acquire and amalgamate with its own undertaking the undertakings and all the property, assets, rights, real and personal, liabilities and obligations of every description of TOCM, and by virtue of this Scheme the undertakings and all the property, assets and rights of TOCM as aforesaid shall be transferred to and vest in TCam

and all the liabilities and obligations (whether contingent or matured) of TOCM as aforesaid shall be transferred to and become liabilities and obligations of TCam.

- 1.2 For the avoidance of doubt on the Effective Date:
 - (a) Any accounts, and/or realisable assets of TOCM shall be redeemed and the cash or other property resulting from such redemption transferred to TCam.
 - (b) all and any liabilities, rights and binding elections on or obligations of TOCM shall be transferred to and vest in and shall become the liabilities, rights and obligations of TCam
- 1.3 To enable it to give effect to the foregoing acquisition the authorised share capital of TCam shall be increased to US\$10,500 by the creation of 10,000 Ordinary Shares of US\$1.00 each ("New TCam Ordinary Shares") required for allotments under paragraph 2 of this Scheme.
- 1.4 From the close of business on the Effective Date, TOCM shall be legally dissolved without winding up and TCam shall be the sole surviving entity with all property, assets, rights, real and personal, liabilities and obligations of every description of TCam.

2. Allotment by TCam of New TCam Ordinary Shares on the Effective Date

- 2.1 On the acquisition of the undertaking of TOCM, as consideration for the foregoing, TCam shall allot and issue New TCam Ordinary Shares credited as fully paid up to the persons who at the close of business on the Effective Date were registered holders of the Ordinary Shares in TOCM on the following terms:

In respect of every Ordinary Share of US\$1.00 each in TOCM, one New TCam Ordinary Share.

3. Ancillary Terms to the Allotment of TCam Ordinary Shares

- 3.1 Subject to the provisions of paragraph 6, on the Effective Date TCam shall allot and issue (a) to the persons who at the close of business on the Effective Date were the registered holders of the Ordinary Shares in TOCM the amounts of TCam Ordinary Shares to which such holders will be entitled in accordance with the provisions of this Scheme.
- 3.2 Immediately upon the allotment and issue of TCam Ordinary Shares pursuant to this Scheme

all of the issued Ordinary Shares in TOOCM shall be automatically cancelled.

General

4. All relevant book entries, electronic transfers and other amendments to the books and records of TCam required shall be effective from the close of business on the Effective Date.
5. This Scheme shall become operative (if (a) it has been approved by such a majority of shareholders and creditors of TOOCM and the shareholders of TCam as is required by the Companies Law (1998 Revision) at the meetings of the various classes called by the Court; and (b) that the shareholders of TCam have, by the requisite majority, passed a resolution sanctioning the requisite increase in the authorised capital of TCam) as soon as an office copy or office copies of the Order or Orders under Section 86 of the Companies Law (1998 Revision) sanctioning this Scheme and making any necessary provisions under Section 87 of the said Law shall have been delivered to the Registrar of Companies for registration.
6. TOOCM and TCam may jointly consent on behalf of all concerned to any modification of or addition to this Scheme or to any condition which the Court may think fit to approve or impose.
7. This Scheme shall be subject to the laws of the Cayman Islands and the parties herein shall be submit to the exclusive jurisdiction of the Grand Court of the Cayman Islands.

DATED: July 26th, 1999