



PETRONAS

# PETRONAS DAGANGAN BERHAD (88222-D)

(INCORPORATED IN MALAYSIA)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 37<sup>th</sup> Annual General Meeting (AGM) of PETRONAS Dagangan Berhad ("the Company") will be held at the Grand Ballroom, Level 2, InterContinental Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur, Malaysia on Thursday, 25 April 2019 at 10.00 a.m. to transact the following businesses:

### AGENDA

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire by rotation pursuant to Article 93 of the Company's Constitution:
  - Lim Beng Choon **(Resolution 1)**
  - Vimala a/p V.R. Menon **(Resolution 2)**
  - Datuk Anuar bin Ahmad **(Resolution 3)**
- To approve the Directors' Fees and Allowances payable to the Non-Executive Directors of up to RM2,300,000 with effect from 26 April 2019 until the next AGM of the Company. **(Resolution 4)**
- To approve the re-appointment of KPMG PLT, as Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Directors to fix their remuneration. **(Resolution 5)**

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Special Resolution, with or without modifications:

- PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY** **(Special Resolution)**

"**THAT** the draft new set of the Constitution of the Company in the form and manner as set out in Appendix A attached herewith, be and is hereby approved and adopted as the new Constitution of the Company, in substitution for, and the exclusion of, the existing Constitution of the Company **AND THAT** the Directors be and are hereby authorised to do all such acts and things and to take such steps that are necessary to give effect to the adoption of the new Constitution of the Company."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purposes of determining a member who shall be entitled to attend and vote at the forthcoming 37<sup>th</sup> AGM, the Company shall be requesting the Record of Depositors as at 19 April 2019. Only a depositor whose name appears on the Record of Depositors as at 19 April 2019 shall be entitled to attend and vote at the meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.

By Order of the Board

**NUR NADIA BINTI MOHD NORDIN** (LS0009231)

**YEAP KOK LEONG** (MAICSA 0862549)

Company Secretaries

Kuala Lumpur

27 March 2019

#### NOTES:

##### **Proxy and/or Authorised Representative**

- A member of the Company entitled to attend and vote at the meeting may appoint not more than 2 proxies to attend and vote on his behalf provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (SICDA), it may appoint at least one proxy but not more than two proxies in respect of each Securities account it holds with ordinary shares of the Company standing to the credit of the said Securities accounts.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the omnibus account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where a member or the authorised nominee appoints two proxies, or where an exempt authorised nominee appoints two or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised and must be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. (formerly known as Symphony Share Registrars Sdn. Bhd.), Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia, not less than 48 hours before the time fixed for holding the meeting.
- If the Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If the Proxy Form is signed by an attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with this Proxy Form.