



PETRONAS

PETRONAS GAS BERHAD (101671-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty Second (32nd) Annual General Meeting of the Company will be held at Emerald Room, Mandarin Oriental Hotel, Kuala Lumpur City Centre, 50088 Kuala Lumpur on Thursday, 30 April 2015 at 10.00 a.m. to consider the following matters:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To re-elect the following Directors pursuant to Article 93 of the Company's Articles of Association:
(a) Datuk Rosli bin Boni **(Resolution 2)**
(b) Dato' Ab. Halim bin Mohyiddin **(Resolution 3)**
3. To re-elect the following Director pursuant to Article 96 of the Company's Articles of Association:
(a) Datuk Manharlail Ratilal **(Resolution 4)**
4. To approve the Directors' fees of up to RM986,000 in respect of the financial year ending 31 December 2015. **(Resolution 5)**
5. To re-appoint Messrs KPMG as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 6)**

As Special Business

6. To consider and, if thought fit, to pass the following Ordinary Resolution with or without modifications:
"THAT Dato' N. Sadasivan N.N. Pillay, retiring in accordance with Section 129(6) of the Companies Act, 1965, Malaysia, is hereby re-appointed as a Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company." **(Resolution 7)**
7. To transact any other business for which due notice has been given.

By Order of the Board

Intan Shafinas (Tuty) Hussain (LS0009774)

Yeap Kok Leong (MAICSA 0862549)

Company Secretaries

Kuala Lumpur

7 April 2015

NOTES:

1. For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming Thirty Second (32nd) Annual General Meeting of the Company, the Company shall be requesting the Record of Depositories as at 23 April 2015. Only a depositor whose name appears on the Record of Depositors as at 23 April 2015 shall be regarded as a member entitled to attend, speak and vote at the meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
2. A member may appoint not more than two proxies to attend the same meeting. A proxy may but need not be, a member of the Company and a member may appoint any person to be his proxy without limitation and the provision of Section 149(1)(b) of the Companies Act, 1965, Malaysia, shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
3. 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 account.
4. 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.
5. 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.
6. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or if the member is a corporation, either under seal or under the hand of an officer or attorney duly authorised and shall be deposited at the office of the Company's Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, at least 48 hours before the meeting or if the meeting is adjourned at least 48 hours before the time fixed for the adjourned meeting.
7. If this 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 this 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.

8. Explanatory Notes:

i) Resolution 3 – Re-election of Independent Director

(Note on re-election of Independent Director pursuant to Recommendation 3.1 of Malaysian Code on Corporate Governance 2012)

The Board has conducted assessment on the independence of Dato' Ab. Halim bin Mohyiddin as Independent Director who is seeking for re-election at the forthcoming Thirty Second (32nd) Annual General Meeting of the Company and is satisfied that the incumbent has complied with the independence criteria as set out in the Paragraph 1.01 of the Main Market Listing Requirements.

ii) Resolution 5 – Directors' Fees for financial year ending 31 December 2015

The Directors' fees approved for the financial year ended 31 December 2014 was RM986,000. The actual Directors' fees for the Non-Executive Directors paid during the financial year ended 31 December 2014 was RM817,000.

The Directors' fees proposed for the financial year ending 31 December 2015 (FYE 2015) are calculated based on the number of scheduled Board's and Board Committees' meetings and assumption that all the Non-Executive Directors will remain office until the end of the FYE 2015. This resolution is to facilitate payment of Directors' fees in FYE 2015. The Board will seek shareholders' approval at the next annual general meeting in the event the Directors' fees proposed is insufficient due to increase in number of Board's and Board Committees' meetings and/or increase in Board size.

iii) Resolution 7 – Section 129(6) of the Companies Act, 1965

(Note on re-appointment of Independent Director pursuant to Recommendation 3.1 of Malaysian Code on Corporate Governance 2012)

Pursuant to Section 129(6) of the Companies Act, 1965, Malaysia, the proposed Resolution 7 is to seek shareholders' approval on the re-appointment of Dato' N. Sadasivan N.N. Pillay as a Director who is over the age of 70 and has served as an Independent Director for more than nine years.

The Board has conducted assessment on the independence of Dato' N. Sadasivan N.N. Pillay as an Independent Director who is seeking for re-election at the forthcoming Thirty Second (32nd) Annual General Meeting of the Company. Apart from meeting independence criteria as set out in the Paragraph 1.01 of the Main Market Listing Requirements, the Board is satisfied with the active participation in the Board and Board Audit Committee deliberations particularly on the quarterly financial report and audited financial statements notwithstanding his tenure has reached 19 years.