



BRITISH AMERICAN
TOBACCO
MALAYSIA

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Seventh Annual General Meeting of British American Tobacco (Malaysia) Berhad (the Company) will be held at Ballroom 2, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 19 April 2018 at 10.30 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 9 (Note A)*

2. To re-appoint Datuk Zainun Aishah Binti Ahmad as a Director pursuant to Article 107.1 of the Constitution of the Company. **Resolution 1**

3. To re-elect the following Directors who retire pursuant to Articles 97(1) and (2) of the Constitution of the Company:

- (i) Datuk Oh Chong Peng
- (ii) Dato' Chan Choon Ngai

Resolution 2

Resolution 3

4. To approve the payment of Directors' fees and benefits to the Non-Executive Directors up to an amount of RM1,000,000 with effect from 20 April 2018 until the next Annual General Meeting of the Company. *Please refer to Explanatory Note 9*

Resolution 4

5. To re-appoint KPMG PLT as Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Directors to fix their remuneration. **Resolution 5**

As Special Business

To consider and if thought fit, to pass the following Ordinary Resolutions:

6. **Continue designation as an Independent Director** **Resolution 6**

"THAT subject to the passing of Resolution 2, Datuk Oh Chong Peng continues to be an Independent Non-Executive Director of the Company." *Please refer to Explanatory Note 10*

7. **Proposed Renewal of Shareholders' Mandate for the Company and its Subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties (Proposed Renewal of the Recurrent RPT Mandate)** **Resolution 7**

"THAT, the Recurrent RPT Mandate (as defined in the Circular to Shareholders dated 21 March 2018) granted by the shareholders of the Company authorising the Company and / or its subsidiaries (British American Tobacco Malaysia Group) to enter into recurrent related party transactions of a revenue or trading nature (Recurrent RPTs) with Related Parties (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) as set out in Paragraph 2.2 and Appendix II of the Circular to Shareholders dated 21 March 2018 which are necessary for the British American Tobacco Malaysia Group's day to day operations, be and is hereby renewed and approved, provided that:

- (i) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders to the Company; and
- (ii) disclosure of the aggregate value of the transactions conducted during a financial year will be made in the annual report for the said financial year,

AND THAT the authority conferred by such renewed mandate shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (AGM) of the Company following the AGM at which the Proposed Renewal of the Recurrent RPT Mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM the mandate is again renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the Proposed Renewal of the Recurrent RPT Mandate.

AND FURTHER THAT, as the estimated values of the Recurrent RPTs given in Appendix II of the Circular to Shareholders dated 21 March 2018 are provisional in nature, the Directors of the Company or any of them be and are hereby authorized to agree to the actual amount or amounts thereof, provided that such amount or amounts comply with the review procedures set out in Paragraph 2.3 of the Circular to Shareholders dated 21 March 2018." *Please refer to Explanatory Note 10*

8. **Proposed Shareholders' Mandate for the Company and its Subsidiaries to enter into new Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties (Proposed New Recurrent RPT Mandate)** **Resolution 8**

"THAT, the Proposed New Recurrent RPT Mandate (as defined in the Circular to Shareholders dated 21 March 2018) authorising the Company and/or its subsidiaries (British American Tobacco Malaysia Group) to enter into new recurrent related party transactions of a revenue or trading nature (Recurrent RPTs) with Related Parties (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) as set out in Paragraph 2.2 and Appendix II of the Circular to Shareholders dated 21 March 2018 which are necessary for the British American Tobacco Malaysia Group's day to day operations, be and is hereby approved, provided that:

- (i) the transaction is in the ordinary course of business and are on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders to the Company; and
- (ii) disclosure of the aggregate value of the transaction conducted during

a financial year will be made in the annual report for the said financial year,

AND THAT the authority conferred by this mandate shall continue to be in force until:

(i) the conclusion of the next Annual General Meeting (AGM) of the Company following the AGM at which the Proposed New Recurrent RPT Mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM the mandate is again renewed;

(ii) the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or

(iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the Proposed New Recurrent RPT Mandate.

AND FURTHER THAT, as the estimated values of the Recurrent RPTs given in Appendix II of the Circular to Shareholders dated 21 March 2018 are provisional in nature, the Directors of the Company or any of them be and are hereby authorized to agree to the actual amount or amounts thereof, provided that such amount or amounts comply with the review procedures set out in Paragraph 2.3 of the Circular to Shareholders dated 21 March 2018." *Please refer to Explanatory Note 10*

9. To transact any other business of which due notice shall have been given.

By Order of the Board

DATUK LEE OI KUAN

LS0009536

Secretary

Kuala Lumpur

21 March 2018

Notes:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. Where a Member appoints two (2) proxies, the appointment shall be invalid unless the percentage of the shareholding to be represented by each proxy is specified. A proxy need not be a member of the Company.
2. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (Omnibus Account), there is no limit to the number of proxies which the exempt authorised nominees may appoint in respect each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee of defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
3. The instrument appointing a proxy or proxies must be under the hand of the appointer or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
4. If there is no indication as to how a Member wishes his/her vote to be cast, the proxy will vote or abstain from voting at his/her discretion. In the event a Member duly executes the Form of Proxy but does not name any proxy, such Member shall be deemed to have appointed the Chairman of the meeting as his/her proxy.
5. The original Form of Proxy must be duly executed and deposited at the Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for the taking of poll or no later than 18 April 2018 at 12.00 p.m.
6. Only members whose names appear in the Record of Depositors as at 10 April 2018 (General Meeting Record of Depositors) shall be eligible to attend the Meeting or appoint proxy(ies) to attend and vote on his /her behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.
8. **Registration of Members/Proxies**
Registration of Members/Proxies attending the Meeting will commence at 8.00 a.m. on the day of the Meeting and will close at 10.30 a.m. sharp. Members/Proxies are required to produce identification documents for registration.
9. **Explanatory Notes on Ordinary Business**

Note A

The Audited Financial Statements for the financial year ended 31 December 2017 under Agenda 1 are meant for discussion only in accordance with the provision of Section 340(1)(a) of the Companies Act 2016, and it does not require a formal approval of the shareholders.

Hence, this agenda will not be put forward for voting.

Resolution 4 – Payment of Directors' fees and benefits to the Non-Executive Directors

The Company is seeking shareholders' approval for the payment of Non-Executive Directors' fees and benefits up to RM1,000,000 with effect from 20 April 2018 until the conclusion of the next Annual General Meeting of the Company in 2019 pursuant to Section 230(1) of the Companies Act 2016.

10. **Explanatory Notes on Special Business**

Resolution 6 – Continue designation as an Independent Director

Datuk Oh Chong Peng was appointed as Non-Executive Director of the Company in January 1998, has served for more than nine (9) years. He has met the independence guidelines as set out in Chapter 1 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board has determined that Datuk Oh Chong Peng is able to bring independent and objective judgements to the Board as a whole and strongly recommended him to continue to act as an Independent Non-Executive Director of the Company.

Resolutions 7 & 8 – Recurrent Related Party Transactions Mandate

These proposed resolutions, if passed, will enable British American Tobacco Malaysia Group to enter into any of the recurrent related party transactions of a revenue or trading nature which are necessary for the British American Tobacco Malaysia Group's day to day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Further information on the Proposed Renewal and New Recurrent RPT Mandate is set out in the Circular to Shareholders dated 21 March 2018, which is despatched together with the Company's 2017 Abridged Annual Report.