



PETRONAS DAGANGAN BERHAD (88222-D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-first Annual General Meeting of PETRONAS Dagangan Berhad ("the Company") will be held on Wednesday, 24 April 2013 at 10.00 a.m. at the Sapphire Ballroom, Level 1, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur for the following purposes, namely:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To approve the payment of special dividend of 35 sen per ordinary share less income tax at 25% in respect of the financial year ended 31 December 2012. **(Resolution 2)**
- To re-elect the following Directors pursuant to Article 93 of the Company's Articles of Association:
(a) Datuk Wan Zulkiflee bin Wan Ariffin **(Resolution 3)**
(b) Dato Mohammad Medan bin Abdullah **(Resolution 4)**
- To elect the following Directors pursuant to Article 96 of the Company's Articles of Association:
(a) Lim Beng Choon **(Resolution 5)**
(b) Aminul Rashid bin Mohd Zamzam **(Resolution 6)**
- To approve the payment of Directors' fees in respect of the financial year ended 31 December 2012. **(Resolution 7)**
- To re-appoint Messrs. KPMG Desa Megat & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**
- To transact any other business for which due notice has been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of members at the Thirty-first Annual General Meeting to be held on 24 April 2013, a special dividend of 35 sen per ordinary share less income tax at 25% will be paid on 27 May 2013 to shareholders whose names appear in the Record of Depositors on 30 April 2013.

A depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 30 April 2013 in respect of ordinary transfers.
- Shares bought on the Bursa Malaysia on a cum entitlement basis according to the Rules of Bursa Malaysia.

By Order of the Board

NUR ASHIKIN BINTI KHALID (LS 0008025)

YEAP KOK LEONG (MAICSA 0862549)

Company Secretaries

Kuala Lumpur

2 April 2013

NOTES:

- For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming Thirty-first Annual General Meeting, the Company shall be requesting the Record of Depositors as at 17 April 2013. Only a depositor whose name appears on the Record of Depositors as at 17 April 2013 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.
- A member of the Company entitled to attend and vote at the meeting may appoint not more than two (2) proxies to attend and vote on his behalf. 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 shall not apply to the Company. 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 (1) proxy but not more than two (2) 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 (2) proxies, or where an exempt authorised nominee appoints two (2) 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, 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 forty-eight (48) hours before the time fixed for 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.
- Dato' Kamaruddin bin Mohd Jamal who is due for retirement under Section 129 of the Companies Act, 1965, has indicated to the Company that he would not seek for re-appointment at this Annual General Meeting. Therefore, Dato' Kamaruddin bin Mohd Jamal shall cease to be a Director of the Company at the conclusion of this Annual General Meeting.