

PETRONAS CHEMICALS GROUP BERHAD (Company No: 459830-K)
(Incorporated in Malaysia)



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of the Company will be held at Tamingsari Ballroom, The Royale Chulan Hotel Kuala Lumpur, 5, Jalan Conlay, 50450 Kuala Lumpur, Malaysia on Wednesday, 22 May 2013 at 10.30 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business

1. 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)
2. To approve the payment of final dividend of 14 sen per ordinary share, tax exempt under the single tier tax system in respect of the Financial Year Ended 31 December 2012. (Resolution 2)
3. To re-elect the following Directors who retire by rotation pursuant to Article 93 of the Company's Articles of Association:
 - (a) Datuk Wan Zulkiflee bin Wan Ariffin (Resolution 3)
 - (b) Ir. Kamarudin bin Zakaria (Resolution 4)
 - (c) Md. Arif bin Mahmood (Resolution 5)
4. To approve the increase of the Directors' fees from RM1,000,000 per annum to RM1,500,000 per annum and the payment of Directors' fees for the financial year ended 31 December 2012 in excess of the current annual limit. (Resolution 6)
5. To re-appoint Messrs. KPMG Desa Megat Co. as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 7)

As Special Business

6. To consider and, if thought fit, to pass the following Special Resolution:

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY
"THAT the alterations, modifications, additions or deletions to the Articles of Association of the Company contained in the Appendix I of the Annual Report be and are hereby approved." (Resolution 8)
7. To transact any other business of which due notice has been given.

Notice of Dividend Entitlement and Payment

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the members at the Fifteenth Annual General Meeting of the Company to be held on Wednesday, 22 May 2013 at 10.30 a.m, a final dividend of 14 sen per ordinary share, tax exempt under the single tier tax system in respect of the financial year ended 31 December 2012, will be paid on 25 June 2013 to shareholders whose names appear in the Register of Depositors on 7 June 2013.

A depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 7 June 2013 in respect of ordinary transfers.
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Noryati Mohd Noor
Kang Shew Meng
Company Secretaries

Kuala Lumpur
26 April 2013

Notes:-

1. Only depositors whose names appear in the Record of Depositors as at Tuesday, 14 May 2013 shall be regarded as members and entitles to attend, speak and vote at the Meeting.
2. A member of the Company who is entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy may but need not be a member of the Company, an advocate, an approved company auditor, or a person approved by the Registrar. Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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. The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal, or under the hand of its officer or its duly authorised attorney.
5. If the instrument appointing a proxy 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 instrument appointing a proxy 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 the instrument appointing a proxy.
6. The instrument appointing a proxy must 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, Malaysia 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. Explanatory notes on Special Business:-

Special Resolution – Proposed Amendments to the Articles of Association of the Company
The proposed Special Resolution is made to comply with the changes in Bursa Malaysia Securities Berhad Main Market Listing Requirements. Further information on the Proposed Amendments to the Articles of Association is set out in Appendix I to the Annual Report.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association of the Company ("the existing Articles") is proposed to be amended by the relevant alterations, modifications, deletions and/or additions, wherever the affected existing Articles are reproduced herein with the Proposed Amendments to the Articles of Association of the Company alongside with it:

Article No.	Existing Articles		Proposed Articles		Rationale(s)
2	Interpretation		Interpretation		
	WORDS	MEANINGS	WORDS	MEANINGS	
	New Provision	New Provision	Exempt Authorised Nominee	An authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions of subsection 25A (1) of the Central Depositories Act.	To define the words " Exempt Authorised Nominee " appear in the proposed amended Article 77
	New Provision	New Provision	Omnibus Account	Means an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners.	To define the words "Omnibus Account" appear in the proposed amended Article 77
New Provision	New Provision	Share Issuance Scheme	A scheme involving a new issuance of shares to the employees	To define the words "Share Issuance Scheme" appear in the proposed amended Article 3(2)(a)	
3(2)(a)	Issue of Shares No director shall participate in an issue of shares or options to employees of the Company unless the shareholders in General Meeting have approved of the specific allotment to be made to such Director.		Issue of Shares No director shall participate in an issue of shares or options to employees a Share Issuance Scheme of the Company unless the shareholders in General Meeting have approved of the specific allotment to be made to such Director.		Pursuant to Para 7.03 of the Listing Requirements
77 (1)	Instrument appointing proxy to be in writing The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under its common seal, or the hand of its officer or its duly authorised attorney. An instrument appointing a proxy to vote at a Meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor. 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 provisions of Section 149(1) (b) of the Act shall not apply to the Company.		Instrument appointing proxy to be in writing. The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under its common seal, or the hand of its officer or its duly authorised attorney. An instrument appointing a proxy to vote at a Meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor. There shall be no restriction as to the qualification of the proxy. 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 provisions of Section 149(1)(b) of the Act shall not apply to the Company. A proxy appointed to attend and vote at a Meeting of the Company shall have the same rights as the Member to speak at a Meeting.		Pursuant to Para 7.21A(1) and 7.21A(2) of the Listing Requirements
77 (4)	New Provision		Appointment of Multiple Proxies 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.		Pursuant to Para 7.21 of the Listing Requirements

*Addition as in bold and deletions as struck through