



**PETRON MALAYSIA REFINING & MARKETING BHD**  
**(FORMERLY KNOWN AS ESSO MALAYSIA BERHAD)**

(Company No.3927-V)

**NOTICE IS HEREBY GIVEN** that the Fifty-fourth Annual General Meeting of the Company will be held at the BALLROOM, GROUND LEVEL, GRAND DORSETT SUBANG HOTEL, JALAN SS12/1, 47500 SUBANG JAYA, SELANGOR on Friday, May 31, 2013 at 9:30a.m., for the purpose of transacting the following business:

1. To receive and adopt the Company's Audited Accounts for the year ended December 31, 2012 and the Directors' and Auditors' Reports thereon. **(Resolution 1)**
2. To approve the declaration of final dividend of 14 sen less Malaysian income tax at 25% per ordinary share unit of 50 sen each for the year ended December 31, 2012. **(Resolution 2)**
3. To re-elect the following Directors, retiring in accordance with Articles 104 and 105 of the Company's Articles of Association AND to appoint the same as Independent Directors in compliance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012:
  - a. Y. Bhg. Tan Sri Dato' Dr. Syed Jalaluddin bin Syed Salim **(Resolution 3a)**
  - b. Y. Bhg. Dato' Zainal Abidin bin Putih **(Resolution 3b)**
4. To appoint Y. Bhg. Tan Sri Abdul Halim bin Ali as Independent Director in compliance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012. **(Resolution 4)**
5. To elect the following Directors retiring pursuant to Article 109 of the Company's Articles of Association
  - a. Mr. Ramon S. Ang **(Resolution 5a)**
  - b. Mr. Eric O. Recto **(Resolution 5b)**
  - c. Ms. Aurora T. Calderon **(Resolution 5c)**
  - d. Mr. Lubin B. Nepomuceno **(Resolution 5d)**
6. To approve the payment of Directors' Fees for the Independent Directors. **(Resolution 6)**
7. To appoint Messrs. KPMG as Auditors of the Company and to authorise the Directors to determine their remuneration. **(Resolution 7)**
8. As Special Business, to consider and, if thought fit, pass the following resolution as a Special Resolution:-

"THAT the alterations, modifications, variations or additions to the Memorandum and Articles of Association of the Company as set out per Appendix A attached to the Circular to the Shareholders dated April 26, 2013 be and are hereby approved; and

THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary in order to give full effect to the Proposed Amendments, with full power to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."
9. To transact any other ordinary business of the Company.

**NOTICE OF BOOK CLOSURE**

NOTICE IS HEREBY GIVEN that:

For purpose of attendance at the Annual General Meeting: shareholders who are registered in the Register of Members and Record of Depositors as at the close of business on May 23, 2013.

For purposes of dividend entitlement: shareholders who are registered in the Register of Members and Record of Depositors as at the close of business on June 6, 2013, shall be entitled to the final dividend which, if approved by the shareholders at the Annual General Meeting, will be paid on June 20, 2013.

A shareholder shall qualify for entitlement only in respect of:

- a) Securities transferred to the Depositor's Securities Account before 4:00p.m. on June 6, 2013 in respect of transfers;
- b) Securities deposited into the Depositor's Securities Account before 12:30p.m. on June 4, 2013 in respect of securities which are exempted from mandatory deposit; and
- c) Securities 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,  
Manoj Devadasan (LS0006885)  
Company Secretary  
Kuala Lumpur  
April 26, 2013

**Note:**

A Member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of the Member. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, that holds shares for multiple beneficiaries in one securities account ("Omnibus Account"), there is no limit on the number of proxies it may appoint in respect of such Omnibus Account. The instrument appointing a proxy must be deposited at the Share Registrar's office at **Tricor Investor Services Sdn. Bhd., Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur**, not less than 48 hours before the time set for the Annual General Meeting.

On the day of the Annual General Meeting:

1. Registration counters (located at Ground Level, Grand Dorsett Subang Hotel) will be opened from 8:30a.m. and will close at 9:40a.m.
2. Refreshments will be served at the same place from 8:30a.m. to 9:40a.m.