

PETRONAS CHEMICALS GROUP BERHAD

(Company No: 459830-K)

(Incorporated in Malaysia)



PETRONAS

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of the Company will be held at Conference Hall 1, 2 and 3, Kuala Lumpur Convention Centre, Jalan Ampang, 50088 Kuala Lumpur, Malaysia on Thursday, 24 April 2014 at 10.30 am to transact the following businesses:

Agenda

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To re-elect the following Directors who retire by rotation pursuant to Article 93 of the Company's Articles of Association:
(a) Datuk Dr. Abd Hapiz bin Abdullah **(Resolution 2)**
(b) Rashidah binti Alias @ Ahmad **(Resolution 3)**
3. To approve the Directors' fees in respect of the financial year ended 31 December 2013. **(Resolution 4)**
4. To approve the appointment of Messrs. KPMG, having consented to act as auditor of the Company in place of the retiring auditor Messrs. KPMG Desa Megat & Co and to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 5)**
5. To transact any other business of which due notice has been given.

By Order of the Board

Noryati Mohd Noor

Kang Shew Meng

Company Secretaries

Kuala Lumpur

1 April 2014

Notes:-

1. Only depositors whose names appear in the Record of Depositors as at Tuesday, 15 April 2014 shall be regarded as members and entitled 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/her 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/her 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. 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 known as an 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.
5. 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.
6. 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.
7. 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.