



PETRON

PETRON MALAYSIA REFINING & MARKETING BHD

(Company No.3927-V)

NOTICE IS HEREBY GIVEN that the Fifty-fifth Annual General Meeting of the Company will be held at the BALLROOM, SIME DARBY CONVENTION CENTRE, 1A, JALAN BUKIT KIARA, 60000 KUALALUMPUR on Thursday, June 5, 2014 at 2:00p.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, 2013 and the Directors' and Auditors' Reports thereon. **(Resolution 1)**
2. To approve the declaration of final dividend of 14 sen per ordinary share unit of 50 sen each for the year ended December 31, 2013. **(Resolution 2)**
3. (a) To re-elect Y. Bhg. Dato' Zainal Abidin Putih, retiring in accordance with Articles 104 and 105 of the Company's Articles of Association AND to appoint the same as Independent Director in compliance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012; **(Resolution 3a)**
(b) To re-elect Mr. Lubin B. Nepomuceno, retiring in accordance with Articles 104 and 105 of the Company's Articles of Association. **(Resolution 3b)**
4. To appoint Y. Bhg. Tan Sri Abdul Halim bin Ali, who has exceeded the age of seventy (70) years, as an Independent Director in compliance with Section 129(6) of the Companies Act 1965 and 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. Ms. Chua See Hua **(Resolution 5a)**
 - b. Mr. Ferdinand K. Constantino **(Resolution 5b)**
 - c. Y. Bhg. Dato' Zuraidah Atan **(Resolution 5c)**
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. 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 Tuesday May 27, 2014.

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 Wednesday June 11, 2014, shall be entitled to the final dividend which, if approved by the shareholders at the Annual General Meeting, will be paid on Wednesday June 25, 2014.

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 11, 2014 in respect of transfers;
- b) Securities deposited into the Depositor's Securities Account before 12:30p.m. on Monday June 9, 2014 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 28, 2014

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 hold 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 **Tricolor 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 outside the Ball Room at Sime Darby Convention Centre) will be opened from 11:15a.m. and will close at 2:15p.m.
2. Refreshments will be served at the same place from 11:15a.m to 2:15p.m.