



UMW OIL & GAS CORPORATION BERHAD
Company No.: 878786-H
(Incorporated in Malaysia under the Companies Act 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 4th Annual General Meeting of the Company will be held at the UMW Auditorium, No. 3 Jalan Utas (15/7), Batu Tiga Industrial Estate 40200 Shah Alam, Selangor Darul Ehsan, Malaysia on Monday 16 June 2014 at 11.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To lay the Reports of the Directors and Auditors and the Audited Statement of Accounts for the year ended 31 December 2013;

ORDINARY RESOLUTION 1

2. To re-elect **Tan Sri Asmat bin Kamaludin** who shall retire pursuant to Section 129 (6) of the Companies Act, 1965 and being eligible, offers himself for re-election.

Explanatory Note for Resolution 1:

Section 129 (6) of the Companies Act, 1965 states that a person of or over the age of 70 years may by a resolution passed by a majority of not less than three-fourths of the members present in person or by proxy at a general meeting of the Company be appointed or re appointed as director of that Company to hold office until the next annual general meeting.

Explanatory Note for Resolutions 2 and 3:

Article 107 expressly states that in every subsequent annual general meeting, at least one third of the Directors for the time being shall retire from office and the retiring Directors shall be eligible to seek re-election thereof.

Article 107 expressly states that a Chief Executive Officer or Director shall be subject to the same provisions as to resignation and removal as the other Directors and if he ceases to hold the office of Director for any cause shall ipso facto and immediately cease to be a Chief Executive Officer or Executive Director.

Explanatory Note for Resolution 4:

Article 113 states that any Director appointed to fill a casual vacancy or as an additional Director shall hold office only until the next following annual general meeting and shall be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Explanatory Note for Resolution 5:

In accordance with Article 100 of the Company's Articles of Association, the Board is recommending that the shareholders approve the payment of Directors' fees for the financial year ended 31 December 2013 as disclosed in Pages 89 to 90 of the Annual Report 2013.

Explanatory Note for Resolution 6:

Pursuant to Section 172 (2) of the Companies Act, 1965, shareholders are required to approve the re-appointment of Auditors who shall hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration thereof. The present Auditors, Messrs Ernst & Young has indicated its willingness to continue its services for another year.

ORDINARY RESOLUTION 2

3. To re-elect **Datuk Syed Hisham bin Syed Wazir** who shall retire in accordance with Article 107 of the Company's Articles of Association and being eligible, offers himself for re-election.

ORDINARY RESOLUTION 3

4. To re-elect **Enck Rohaizad bin Darus** who shall retire in accordance with Article 105 (to be read together with Article 107) of the Company's Articles of Association and being eligible, offers himself for re-election.

ORDINARY RESOLUTION 4

5. To re-elect **Puan Fina Norhizah binti Hj Baharu Zaman** who shall retire in accordance with Article 113 of the Company's Articles of Association and being eligible, offers herself for re-election.

ORDINARY RESOLUTION 5

6. To approve the payment of Directors' Fees for the financial year ended 31 December 2013.

ORDINARY RESOLUTION 6

7. To re-appoint Messrs Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

ORDINARY RESOLUTION 7

8. To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions with or without modifications:

Proposed Shareholders' Ratification for Recurrent Related Party Transactions ("RRPT") of a Revenue or Trading Nature ("Proposed Shareholders Ratification")

"THAT all the recurrent related party transactions of a revenue or trading nature entered into by the Company and its subsidiaries from 1 November 2013, being the date of listing of the Company on Bursa Malaysia Securities Berhad until the date of the 4th Annual General Meeting of the Company as set out in Section 1.4 of the Circular to Shareholders dated 26 May 2014, which were necessary for its day-to-day operations and carried out in the ordinary course of business on terms which were not more favourable to the Related Parties than those generally available to the public and were not detrimental to the minority shareholders of the Company, be and are hereby approved and ratified;

AND THAT all the actions taken and the execution of all necessary documents by the Directors of the Company as considered expedient or deemed fit in the interest of the Company, be and are hereby approved and ratified."

ORDINARY RESOLUTION 8

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS MANDATE")

"THAT authority be and is hereby given in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad for the Company, its subsidiaries or any of them to enter into any transactions falling within the types of RRPT, particulars of which are set out in Section 1.4 of the Circular, with the Related Parties as described in the Circular, provided that such transactions are of a revenue and / or trading nature, which are necessary for the day-to-day operations of the Company and / or its subsidiaries, within the ordinary course of business of the Company and / or its subsidiaries, made on arm's length basis and on normal commercial terms which were not more favourable to the related party than those generally available to the public and not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon passing of this ordinary resolution and continue to be in force until:

- a) The conclusion of the next AGM of the Company following this AGM at which the ordinary resolution for the Proposed Mandate for RRPT is approved, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM; or
- b) The expiration of the period within which the next AGM after that date is required by law to be held; or
- c) Revoked or varied by resolution passed by the shareholders of the Company in a general meeting of the Company,

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to such transactions as authorised by this resolution".

10. To transact any other ordinary business for which due notice has been given in accordance with Section 151 of the Companies Act, 1965.

Explanatory Note for Resolution 7:

Bursa Malaysia had on 1 August 2013 granted UMW-OG an extension of time to obtain shareholders ratification / mandate at the next Annual General Meeting or Extraordinary General Meeting ("EGM") whichever is held earlier, for RRPTs entered into from the listing date (being 1 November 2013) up to the AGM/ EGM.

Explanatory Note for Resolution 8:

In accordance with Paragraph 10.9 of the Main Market Listing Requirements a listed issuer may seek a mandate from its shareholders for Recurrent Related Party Transactions.

Explanatory Note:

In accordance with Section 151 of the Companies Act, 1965, a Company shall on the requisition in writing of such number of members and at the expense of the requisitionist, give to the members of the Company entitled to receive notice of the next annual general meeting, notice of any resolution which may be properly moved and is intended to be moved at that meeting.

By Order of the Board

MOHD NIZAMUDDIN BIN MOKHTAR (LS NO. 006128)

Company Secretary

Kuala Lumpur

Date: 26 May 2014

NOTES:

1. A member of the Company entitled to attend and vote at the Meeting may appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149 (1) (b) of the Companies Act, 1965 shall not apply.
2. The instrument appointing a proxy must be in writing under the hands of the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, under its common seal or that of an officer or attorney duly authorised. If the Form of 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 Form of Proxy is signed under the attorney duly authorised, 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 certified true 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.
3. A member shall not be entitled to appoint more than 1 proxy.
4. 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 1 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Every appointment submitted by an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, must specify the CDS Account Number.
5. The instrument appointing the proxy must be deposited at the office of the Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time appointed for the meeting.
6. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Article 69 (2) (b) of the Company's Articles of Association and Section 34 (1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 9 June 2014. Only a depositor whose name appears on the General Meeting Record of Depositors as at 9 June 2014 shall be entitled to attend the said meeting or appoint proxies to attend and / or vote on his stead.

EXPLANATORY NOTES ON SPECIAL BUSINESS

The Company proposes to seek shareholders ratification for Recurrent Related Party Transactions entered into from 1 November 2013 (being the listing date of the Company on Bursa Malaysia Securities Berhad) and further Shareholders' Mandate for Recurrent Related Party Transactions to be entered into by UMW-OG Group. Bursa Malaysia had on 1 August 2013 granted UMW-OG an extension of time to obtain shareholders ratification / mandate at the next Annual General Meeting or Extraordinary General Meeting whichever is held earlier, for RRPTs entered into from the listing date being 1 November 2013 up to the said AGM / EGM.