



PETRONAS

PETRONAS DAGANGAN BERHAD (88222-D)

(INCORPORATED IN MALAYSIA)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Third (33rd) Annual General Meeting of PETRONAS Dagangan Berhad ("the Company") will be held at the Sapphire Ballroom, Level 1, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, 50088 Kuala Lumpur on Wednesday, 15 April 2015 at 10.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year **(Resolution 1)** ended 31 December 2014 together with the Reports of the Directors and Auditors thereon.
2. To re-elect Vimala A/P V R Menon who retires in accordance with **(Resolution 2)** Article 93 of the Company's Articles of Association and, being eligible, offers herself for re-election.

Datuk Wan Zulkiflee bin Wan Ariffin who retires in accordance with Article 93 of the Company's Articles of Association has expressed his intention not to seek re-election. Hence, he will retain office until the conclusion of the Thirty-Third (33rd) Annual General Meeting.
3. To re-elect the following Directors pursuant to Article 96 of the Company's Articles of Association:-
 - a. Datuk Anuar bin Ahmad **(Resolution 3)**
 - b. Erwin Miranda Elechicon **(Resolution 4)**
4. To approve the payment of Directors' fees in respect of the financial **(Resolution 5)** year ended 31 December 2014.
5. To re-appoint Messrs. KPMG as Auditors of the Company and to **(Resolution 6)** authorise the Directors to fix their remuneration.
6. To transact any other business for which due notice has been given.

By Order of the Board

HASNIZAINI BINTI MOHD ZAIN (LS 0009780)

YEAP KOK LEONG (MAICSA 0862549)

Company Secretaries

Kuala Lumpur

23 March 2015

NOTES:

1. *For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming Thirty-Third (33rd) Annual General Meeting, the Company shall be requesting the Record of Depositors as at 7 April 2015. Only a depositor whose name appears on the Record of Depositors as at 7 April 2015 shall be entitled to attend and vote at the meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.*
2. *A member of the Company entitled to attend and vote at the meeting may appoint not more than two (2) proxies to attend and vote on his behalf. 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 provision of Section 149(1)(b) of the Companies Act 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.*
3. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities account it holds with ordinary shares of the Company standing to the credit of the said Securities accounts.*
4. *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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
5. *Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*
6. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised and must be deposited at the Company's Share Registrar, Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia, not less than forty-eight (48) hours before the time fixed for holding the meeting.*
7. *If the Proxy Form 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 Proxy Form 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 this Proxy Form.*