



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 5th Annual General Meeting of the Company will be held at Nexus 1 and 2, Level 3A, Connexion@ Nexus, No. 7, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Tuesday, 19 May 2015 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 and the Reports of the Directors and Auditors thereon.

Explanatory Note

Please refer to the Explanatory Note for this agenda.

2. **ORDINARY RESOLUTION 1**

To re-elect as a Director, **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.

3. To re-elect the following Directors, each of whom retires by rotation in accordance with Article 107 of the Company's Articles of Association:

i. **ORDINARY RESOLUTION 2**

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

Explanatory Note for Resolutions 2-4:

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.

ii. **ORDINARY RESOLUTION 3**

To re-elect **Dato' Affuddin bin Abdul Kadir** who shall retire in accordance with Article 107 of the Company's Articles of Association and being eligible, offers himself for re-election.

iii. **ORDINARY RESOLUTION 4**

To re-elect **Cheah Tek Kuang** who shall retire in accordance with Article 107 of the Company's Articles of Association and being eligible, offers himself for re-election.

4. **ORDINARY RESOLUTION 5**

To approve the payment of Directors' fees for the financial year ended 31 December 2014.

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 2014 as disclosed in page 100 of the Annual Report 2014.

5. **ORDINARY RESOLUTION 6**

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

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 their willingness to continue its services for another year.

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolution as Ordinary Resolution with or without modifications:

Explanatory Note for Resolution 7

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.

Please refer to the Explanatory Note for this Agenda.

6. **ORDINARY RESOLUTION 7**

Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT") of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

"THAT the mandate granted by the shareholders of the Company on 16 June 2014 pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorising the Company, its subsidiaries or any of them (the "Group") to enter into recurrent transactions of a revenue or trading nature as set out in Section 1.3 of the Circular to Shareholders dated 27 April 2015 ("Circular"), with the Related Parties as described in the Circular, which are necessary for the day-to-day operations of the Group, be and are hereby renewed, provided that such transactions are carried out in the ordinary course of business, made on arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders of the Company;

AND THAT such authority conferred by such renewed mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM, at which time it will lapse, unless the authority is renewed by a resolution passed at the general meeting;
- the expiration of the period within which the next AGM is required to be held pursuant to Section 143 (1) of the Companies Act, 1965 but shall not extend to such extension as may be allowed pursuant to Section 143 (2) of the Companies Act, 1965; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting of the Company, whichever is the earlier;

AND THAT authority be and is hereby given to the Directors 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 the Proposed Shareholders' Mandate,

AND FURTHER THAT the estimates given on the Recurrent Related Party Transactions specified in Section 1.3 of the Circular being provisional in nature, the Directors or any of them be and are hereby authorised to agree to the actual amount or amounts thereof, provided always that such amount or amounts comply with the review procedures set out in Section 1.5 of the Circular."

7. 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:

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 requisitionists, 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: 27 April 2015

NOTES:

- 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.
- 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.
- In accordance with Article 90 (d) of the Articles of Association of the Company, a member shall not be entitled to appoint more than 1 proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint a 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.
- The instrument appointing the proxy, together with the duly registered power of attorney referred to in Note 2 above, if any, 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 forty eight (48) hours before the time appointed for the Meeting or any adjournment thereof.

- For the purpose of determining a member who shall be entitled to attend the 5th AGM, 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 12 May 2015. Only a depositor whose name appears on the General Meeting Record of Depositors as at 12 May 2015 shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote in his/her stead.

EXPLANATORY NOTES TO THE AGENDA:

Agenda 1

Pursuant to Sections 169 (1) and 174 (1) of the Companies Act, 1965, this agenda item is intended for discussion only as Section 169 (1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence is not put forward for voting.

Agenda 2 and 3

The Board agreed with the Board Nomination Committee's recommendation that all the Directors who are retiring under Section 129 (6) of the Companies Act, 1965, and under Article 107 of the Company's Articles of Association, are eligible to stand for re-election and re-appointment respectively based on the results of their individual assessment.

Agenda 6

The Board proposes to renew the mandate granted by the shareholders of the Company at the previous AGM of the Company held on 16 June 2014.

The Proposed Renewal of the Existing Shareholders' Mandate will enable the Company and its subsidiaries to enter into any recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and its subsidiaries, involving related parties as detailed in the Circular to Shareholders dated 27 April 2015.