



**PETRON MALAYSIA REFINING  
& MARKETING BHD**  
(Co. No. 3927-V)

**NOTICE OF  
ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fifty-Seventh Annual General Meeting of the Company will be held at the BALLROOM, SIME DARBY CONVENTION CENTRE, 1A, JALAN BUKIT KIARA, 60000 KUALA LUMPUR, on Thursday, June 2, 2016 at 2:00p.m., for the purpose of transacting the following business:

1. To receive the Company's Audited Accounts for the year ended December 31, 2015 and the Directors' and Auditors' Reports thereon.
2. To approve the declaration of final dividend of 20 sen per ordinary share unit of 50 sen each under single tier system for the year ended December 31, 2015. **(Resolution 1)**
3. (a) To re-elect Mr. Ferdinand K. Constantino, retiring in accordance to Articles 104 and 105 of the Company's Articles of Association; **(Resolution 2)**  
(b) To re-elect Ms. Chua See Hua, retiring in accordance to Articles 104 and 105 of the Company's Articles of Association. **(Resolution 3)**
4. To appoint Y. Bhg. Dato' Zainal Abidin Putih, 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 approve the payment of Directors' Fees for the Independent Directors. **(Resolution 5)**
6. To appoint Messrs. KPMG as Auditors of the Company and to authorize the Directors to determine their remuneration. **(Resolution 6)**
7. 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 25 May 2016.

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 10 June 2016, shall be entitled to the final dividend which, if approved by the shareholders at the Annual General Meeting, will be paid on 24 June 2016.

A shareholder shall qualify for entitlement only in respect of:

- (a) Securities transferred to the Depositor's Securities Account before 4:00p.m. on Friday June 10, 2016 in respect of transfers;
- (b) Securities deposited into the Depositor's Securities Account before 12:30p.m. on Wednesday June 8, 2016 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  
28 April 2016

**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 Tricor Investor Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia 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.

**STATEMENT ACCOMPANYING NOTICE OF  
ANNUAL GENERAL MEETING**

**1. Directors standing for election/re-election**

- Mr. Ferdinand K. Constantino and Ms. Chua See Hua, retire by rotation and are eligible for re-election pursuant to Articles 104 and 105 of the Company's Articles of Association.
- Y. Bhg. Dato' Zainal Abidin Putih, age 70, is an Independent Director of the Company. As Y. Bhg. Dato' Zainal Abidin Putih has served on the Board for more than nine (9) years, in compliance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, he will retire. The Board is however desirous of appointing Y. Bhg. Dato' Zainal Abidin Putih for another term as an Independent Director. The Board is of the opinion that Y. Bhg. Dato' Zainal Abidin Putih, who is also the Chairman of the Board Audit & Risk Management Committee, has a wealth of experience and knowledge about the Company's business and the oil & gas industry and can greatly contribute to the Board.  
  
Y. Bhg. Dato' Zainal Abidin Putih, having exceeded the age of seventy (70) years will also be elected pursuant to Section 129(6) of the Companies Act 1965. Pursuant to Section 129(6) of the Companies Act 1965, the resolution must obtain the approval of at least three-fourth of the members present and voting in person or by proxy.
- The Nominating Committee following its annual evaluation of the Board's performance, concluded that Mr. Ferdinand K. Constantino, Ms. Chua See Hua and Y. Bhg. Dato' Zainal Abidin Putih, in performing their duties as a Director, has met and/or exceeded expectations. The Board (based on representations by the Nominating Committee) recommends to the shareholders Mr. Ferdinand K. Constantino and Ms. Chua See Hua be re-elected to the board. Further, the Nominating Committee also recommended that Y. Bhg. Dato' Zainal Abidin Putih be elected to the Board as Independent Director for another one year term.

**2. Mode of Voting**

In line with the recommendation of the Malaysian Code on Corporate Governance 2012, and for the purpose of providing fair representation of votes based on shareholding, voting at the Annual General Meeting shall be by Poll.

**3. Details of Directors standing for election/re-election**

- (i) **Profiles**  
The profiles of the Directors standing for election/re-election are set out in pages 29 and 31 of the Annual Report.
- (ii) **Statement of shareholdings**  
None of the Directors standing for election/re-election holds shares in the Company.
- (iii) **Family relationship**  
None of the Directors standing for election/re-election have any family relationship with any Director and/or major shareholder of the Company.
- (iv) **Conflicts of Interest**  
None of the Directors standing for election/re-election have any conflicts of interest with the Company.
- (v) **Conviction for offences (excluding traffic offences)**  
None of the Directors standing for election/re-election has been convicted for offences within the past ten (10) years.