



**BRITISH AMERICAN
TOBACCO
MALAYSIA**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Sixth Annual General Meeting of British American Tobacco (Malaysia) Berhad (the Company) will be held at Ballroom 2, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 18 April 2017 at 10.30 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of the Directors and Auditors thereon. **Note A**
2. To re-elect the following Directors who retire pursuant to Article 103 of the Constitution of the Company:
 - (i) Tan Sri Dato' Seri (Dr.) Aseh bin Haji Che Mat **Resolution 1**
 - (ii) Hendrik Stoel **Resolution 2**
 - (iii) Ricardo Martin Guardo **Resolution 3**
3. To re-elect the following Directors who retire pursuant to Articles 97(1) and (2) of the Constitution of the Company:
 - (i) Datuk Zainun Aishah binti Ahmad **Resolution 4**
 - (ii) Datuk Lee Oi Kuan **Resolution 5**
4. To re-appoint Datuk Oh Chong Peng as Director of the Company. **Resolution 6**
5. To approve the payment of Directors' fees and benefits to the Non-Executive Directors up to an amount of RM1,000,000 with effect from 1 January 2017 until the next Annual General Meeting of the Company. **Resolution 7**
6. To re-appoint Messrs KPMG PLT as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Directors to fix their remuneration. **Resolution 8**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:

7. **Retention of Independent Director** **Resolution 9**

"THAT subject to the passing of Resolution 6, approval be and is hereby given for the Company to retain Datuk Oh Chong Peng who has served as an Independent Non-Executive Director of the Company for more than nine (9) years in accordance with the Malaysian Code on Corporate Governance 2012."
8. **Proposed Renewal of Shareholders' Mandate for the Company and Its Subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties (Proposed Renewal of the Recurrent RPTs Mandate)** **Resolution 10**

"THAT, the Recurrent RPT Mandate (as defined in the Circular to Shareholders dated 27 March 2017) granted by the shareholders of the Company pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad authorising the Company and/or its subsidiaries ("British American Tobacco Malaysia Group") to enter into recurrent related party transactions of a revenue or trading nature (Recurrent RPTs) with Related Parties (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) as set out in Paragraph 2.2 and Appendix II of the Circular to Shareholders dated 27 March 2017 which are necessary for the British American Tobacco Malaysia Group's day to day operations, be and is hereby renewed and approved, provided that:

- (i) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders to the Company; and
- (ii) disclosure of the aggregate value of the transactions conducted during a financial year will be made in the annual report for the said financial year,

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

- (i) the conclusion of the next Annual General Meeting (AGM) of the Company following the AGM at which the Proposed Renewal of the Recurrent RPTs Mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM the mandate is again renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the

Company (including executing all such documents as may be required) to give effect to the Proposed Renewal of the Recurrent RPTs Mandate."

9. To transact any other business of which due notice shall have been given.

By Order of the Board

DAVID CHIAM JOY YEOW

LS0009734
Secretary

Petaling Jaya
27 March 2017

Notes:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. Where a Member appoints two (2) proxies, the appointment shall be invalid unless the percentage of the shareholding to be represented by each proxy is specified. A proxy need not be a member of the Company.
2. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (Omnibus Account), there is no limit to the number of proxies which the exempt authorised nominees may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
3. The instrument appointing a proxy or proxies must be under the hand of the appointer or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
4. If there is no indication as to how a Member wishes his/her vote to be cast, the proxy will vote or abstain from voting at his/her discretion. In the event a Member duly executes the Form of Proxy but does not name any proxy, such Member shall be deemed to have appointed the Chairman of the meeting as his/her proxy.
5. The original Form of Proxy must be duly executed and deposited at the Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur before 11.30 a.m. on Monday, 17 April 2017 not less than twenty-four (24) hours before the time appointed for the taking of poll.
6. Only members whose names appear in the Record of Depositors as at 10 April 2017 (General Meeting Record of Depositors) shall be eligible to attend the Meeting or appoint proxy(ies) to attend and vote on his /her behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.
8. **Registration of Members / Proxies**

Registration of Members/Proxies attending the Meeting will commence at 8.00 a.m. on the day of the Meeting and will close at 10.30 a.m. sharp. Members/Proxies are required to produce identification documents for registration.
9. **Explanatory Notes on Ordinary Business**

Note A

The Audited Financial Statements for the financial year ended 31 December 2016 under Agenda 1 are meant for discussion only in accordance with the provision of Section 340(1)(a) of the Companies Act, 2016, and it does not require a formal approval of the shareholders. Hence, this agenda will not be put forward for voting.

Resolution 6 – Re-appointment of Director

Datuk Oh Chong Peng who will hold office until the conclusion of this Annual General Meeting, has offered himself for re-appointment as Director at the Fifty-sixth Annual General Meeting.

Resolution 7 – payment of Directors' fees and benefits to the Non-Executive Directors

The shareholders had at the Fifty-first Annual General Meeting of the Company held on 10 April 2012 approved the limit of Non-Executive Directors' fees be increased from RM800,000.00 to RM1,000,000.00.

There is no proposed revision to the existing Directors' fees and the resolution for payment of the fees and benefits to the Non-Executive Directors with effect from 1 January 2017 until the next Annual General Meeting of the Company is tabled herewith in accordance to Section 230 (1) of the Companies Act, 2016.

10. Explanatory Notes on Special Business

Resolution 9 – Retention of Independent Director pursuant to the Malaysian Code on Corporate Governance 2012

Datuk Oh Chong Peng was appointed as Non-Executive Director of the Company in January 1998, has served for more than nine (9) years. He has met the independence guidelines as set out in Chapter 1 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board has determined that Datuk Oh Chong Peng is able to bring independent and objective judgements to the Board as a whole and strongly recommended him be retained as Independent Non-Executive Director of the Company.

Resolution 10 – Recurrent Related Party Transactions Mandate

This proposed resolution, if passed, will enable British American Tobacco Malaysia Group to enter into any of the recurrent related party transactions of a revenue or trading nature which are necessary for the British American Tobacco Malaysia Group's day to day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Further information on the Proposed Renewal of the Recurrent RPTs Mandate is set out in the Circular to Shareholders dated 27 March 2017, which is despatched together with the Company's 2016 Abridged Annual Report.