



PETRONAS

PETRONAS DAGANGAN BERHAD (88222-D)

(INCORPORATED IN MALAYSIA)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 36th 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, Malaysia on Wednesday, 25 April 2018 at 10.00 a.m. for the following businesses:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire by rotation pursuant to Article 93 of the Company's Constitution and being eligible, offer themselves for re-election:
 - (a) Datuk Md Arif bin Mahmood **(Resolution 1)**
 - (b) Nuraini binti Ismail **(Resolution 2)**
3. To re-elect the following Directors who retire by rotation pursuant to Article 96 of the Company's Constitution and being eligible, offer themselves for re-election:
 - (a) Dato' Sri Syed Zainal Abidin bin Syed Mohamed Tahir **(Resolution 3)**
 - (b) Shafie bin Shamsuddin **(Resolution 4)**
 - (c) Alvin Michael Hew Thai Kheam **(Resolution 5)**
4. To approve the payment of the Directors' Fees of RM288,000 per annum for the Non-Executive Chairman and RM144,000 per annum for the Non-Executive Directors in respect of the financial year ending 31 December 2018. **(Resolution 6)**
5. To approve the Directors' Fees and Allowances payable to the Non-Executive Directors of up to RM2,430,000 with effect from 1 January 2018 until the next Annual General Meeting of the Company. **(Resolution 7)**
6. To approve the re-appointment of KPMG PLT, as Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Directors to fix their remuneration. **(Resolution 8)**
7. 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

27 March 2018

NOTES:

Proxy and/or Authorised Representative

1. For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming 36th Annual General Meeting (AGM), the Company shall be requesting the Record of Depositors as at 17 April 2018. Only a depositor whose name appears on the Record of Depositors as at 17 April 2018 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 2 proxies to attend and vote on his behalf provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. 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 proxy but not more than two 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 proxies, or where an exempt authorised nominee appoints two 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 PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia, not less than 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.