



**BRITISH AMERICAN  
TOBACCO  
MALAYSIA**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fifty-Eighth Annual General Meeting of British American Tobacco (Malaysia) Berhad (the Company) will be held at Connexion Conference & Event Centre, Nexus 2 & 3, Level 3A, Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur on Thursday, 18 April 2019 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 2018 and the Reports of the Directors and Auditors thereon.

*Please refer to Explanatory Note 9 (Note A)*

2. To re-elect the following Directors, each of whom retires pursuant to Articles 97(1) and (2) of the Constitution of the Company:

(i) Mr Hendrik Stoel

**Ordinary Resolution 1**

(ii) Mr Ricardo Martin Guardo

**Ordinary Resolution 2**

*Please refer to Explanatory Note 9*

3. To re-elect Mr Eric Ooi Lip Aun who retires as a Director pursuant to Articles 103 of the Constitution of the Company.

*Please refer to Explanatory Note 9*

**Ordinary Resolution 3**

4. To re-appoint Datuk Zainun Aishah Binti Ahmad who retires as a Director pursuant to Article 107.1 of the Constitution of the Company.

*Please refer to Explanatory Note 9*

**Ordinary Resolution 4**

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 19 April 2019 until the next Annual General Meeting of the Company.

*Please refer to Explanatory Note 9*

**Ordinary Resolution 5**

6. To re-appoint KPMG PLT as Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 6**

**As Special Business**

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

7. **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 RPT Mandate)** **Ordinary Resolution 7**

"THAT, the Recurrent RPT Mandate (as defined in the Circular to Shareholders dated 20 March 2019) granted by the shareholders of the Company 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 20 March 2019 which are necessary for the British American Tobacco Malaysia Group's day-to-day operations, be and is hereby renewed 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 RPT 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 RPT Mandate;

AND FURTHER THAT, as the estimated values of the Recurrent RPTs given in Appendix II of the Circular to Shareholders dated 20 March 2019 are provisional in nature, the Directors of the Company or any of them be and are hereby authorized to agree to the actual amount or amounts thereof, provided that such amount or amounts comply with the review procedures set out in Paragraph 2.3 of the Circular to Shareholders dated 20 March 2019."

*Please refer to Explanatory Note 10*

To consider and if thought fit, to pass the following Special Resolution:

8. **Proposed Adoption of The New Constitution of The Company (Proposed Adoption)** **Special Resolution 1**

"THAT approval be and is hereby given that the existing Constitution of the Company be revoked in its entirety with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix IV of the Circular to Shareholders dated 20 March 2019 be and is hereby adopted as the Constitution of the Company.

AND THAT the Directors of the Company be and hereby authorised to assent to any modification, variation and/or amendment as may be required by any relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

*Please refer to Explanatory Note 10*

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

**By Order of the Board**

**LEE MI RYOUNG**  
MAICSA7058423  
Secretary

Kuala Lumpur  
20 March 2019

**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/her 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 Proxy Form 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 Proxy Form 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 not less than twenty-four (24) hours before the time appointed for the taking of poll or no later than 17 April 2019 at 12.00p.m.

6. Only Members whose names appear in the Record of Depositors as at 12 April 2019 (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 2018 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.

**Ordinary Resolutions 1, 2 and 4** - To re-elect Mr Hendrik Stoel and Mr Ricardo Martin Guardo; and to re-appoint Datuk Zainun Aishah Binti Ahmad as Directors

Article 97(1) of the Constitution states that one-third (1/3) of the Directors shall retire from office and be eligible for re-election. Article 97(2) further states that the Directors to retire in every year shall be those who have been longest in office since their last election.

Mr. Hendrik Stoel and Mr. Ricardo Martin Guardo being eligible, have offered themselves for re-election at the 58th AGM.

Article 107.1 provides for the re-appointment of the Director who has attained the age of seventy (70) years. Datuk Zainun Aishah Binti Ahmad being eligible, has offered herself for re-appointment at the 58th AGM.

The Nomination Committee had assessed the performance of the retiring Directors and recommended them for re-election or re-appointment as Directors, due to their vast experiences and contributions to the Company. Their profiles are enclosed in pages 41, 44 and 47 of the Company's 2018 Annual Report. The Board has endorsed the Nomination Committee's recommendation subject to the shareholders' approval at this AGM.

**Retirement of Datuk Oh Chong Peng as a Director**

Datuk Oh Chong Peng who is due for retirement pursuant to Article 107.1 of the Constitution of the Company has expressed his intention not to seek re-appointment as a Director at the 58th AGM. Hence, he will remain in office until the conclusion of the 58th AGM. The Board would like to express its sincere appreciation and gratitude to Datuk Oh Chong Peng for his invaluable efforts and contributions to the Company during his tenure in office as Senior Independent Non-Executive Director and Chairman of the Audit Committee of the Company.

**Ordinary Resolution 3 - Re-election of Eric Ooi Lip Aun as a Director**

Article 103 states that the Directors shall have power to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors and Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

Mr. Eric Ooi Lip Aun being eligible, has offered himself for re-election as a Director at the 58th AGM. His profile is enclosed in page 45 of the Company's 2018 Annual Report. The Board has endorsed the Nomination Committee's recommendation for re-election of Mr. Eric Ooi Lip Aun subject to the shareholders' approval at this AGM.

**Ordinary Resolution 5 - Payment of Directors' fees and benefits to the Non-Executive Directors**

The Company is seeking shareholders' approval for the payment of Non-Executive Directors' fees and benefits up to RM1,000,000 with effect from 19 April 2019 until the conclusion of the next annual general meeting of the Company in 2020 pursuant to Section 230(1) of the Companies Act 2016.

The details of the Non-Executive Directors remuneration structure adopted by the Company are as follows:

Structure	Chairman		Member	
	Fee (RM per annum)	Allowance (RM per annum)	Fee (RM per annum)	Meeting Allowance (RM per meeting)
Board of Directors	345,000	154,092	100,000	-
Audit Committee	20,000	-	-	1,000
Nomination Committee	-	-	-	1,000
Remuneration Committee	-	-	-	1,000

The Non-Executive Directors who are shareholders of the Company will abstain from voting on Resolution 5.

**10. Explanatory Notes on Special Business**

**Ordinary Resolution 7 - Proposed Renewal of the Recurrent RPT Mandate**

The 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 RPT Mandate is set out in the Circular to Shareholders dated 20 March 2019 which is despatched together with the Company's 2018 Abridged Annual Report.

**Special Resolution 1 - Proposed Adoption**

The Special Resolution 1, if passed will streamline the existing Constitution with the Companies Act 2016, amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and enhance administrative efficiency. The Board proposed that the existing Constitution be revoked in its entirety and the proposed new Constitution of the Company as set out in Appendix IV of the Circular to Shareholders dated 20 March 2019 be adopted as the new Constitution of the Company. The Proposed Adoption shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 58th AGM.

Further information on the Proposed Adoption is set out in the Circular to Shareholders dated 20 March 2019 which is despatched together with the Company's 2018 Abridged Annual Report.

**Statement Accompanying Notice of Annual General Meeting (pursuant to Paragraph 8.27(2) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad)**

The profiles of the Directors who are standing for re-election as per the Notice of 58th AGM are stated on pages 41, 45 and 47 of the Annual Report 2018.

The details of the Directors' interest in the securities of the Company as at 27 February 2019 are stated on page 220 of the Annual Report 2018.