



PETRONAS

# PETRONAS DAGANGAN BERHAD

REGISTRATION NO.: 198201008499 (88222-D)

(INCORPORATED IN MALAYSIA)

## NOTICE OF 38<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 38<sup>th</sup> Annual General Meeting (AGM) of PETRONAS Dagangan Berhad ("the Company") will be held at Exhibition Hall 1, Ground Floor, Kuala Lumpur Convention Centre, Jalan Pinang, 50088 Kuala Lumpur, Malaysia on Wednesday, 10 June 2020 at 10.00 a.m. for the following businesses:

### AGENDA

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who were appointed pursuant to Article 100 of the Company's Constitution:
  - Nirmala Doraisamy **(Resolution 1)**
  - Azrul Osman Rani **(Resolution 2)**
- To re-elect the following Directors who retire by rotation pursuant to Article 107 of the Company's Constitution:
  - Shafie Shamsuddin **(Resolution 3)**
  - Alvin Michael Hew Thai Kheam **(Resolution 4)**
- To approve the Directors' Fees and Allowances payable to the Non-Executive Directors of up to RM2,300,000 with effect from 11 June 2020 until the next AGM of the Company. **(Resolution 5)**
- To approve the re-appointment of KPMG PLT, as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. **(Resolution 6)**

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolution pursuant to Article 98 of the Company's Constitution:

- Proposed Increase of Number of Directors** **(Resolution 7)**

"THAT the maximum number of Directors of the Company which is currently fixed at not more than ten (10) as set out in Article 98 of the Company's Constitution be hereby increased to twelve (12) with immediate effect."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purposes of determining a member who shall be entitled to attend and vote at the forthcoming 38<sup>th</sup> AGM, the Company shall be requesting the Record of Depositors as at 3 June 2020. Only a depositor whose name appears on the Record of Depositors as at 3 June 2020 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.

By Order of the Board

**NUR NADIA MOHD NORDIN** (LS0009231)

**YEAP KOK LEONG** (MAICSA 0862549)

Company Secretaries

Kuala Lumpur  
31 March 2020

#### NOTES:

##### Proxy and/or Authorised Representative

- A member of the Company entitled to attend, participate, speak and vote at the meeting may appoint not more than two proxies to attend, participate, speak 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.
- 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 in respect of each Securities account it holds with ordinary shares of the Company standing to the credit of the said Securities accounts.
- 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.
- 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.
- 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 with Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively to submit your electronic proxy form via TIH Online at <https://tih.online> not less than 48 hours before the time fixed for holding the meeting. Please refer to the Annexure of the Proxy Form in the Administrative Details for submission of electronic proxy form.
- 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.
- Pursuant to Paragraph 8.29A of Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad (Bursa Malaysia), all resolutions set out in the Notice of 38<sup>th</sup> AGM will be put to vote on a poll.

In light of the Malaysian Government's announcements on 16 March 2020 and 25 March 2020 relating to the Movement Restriction Order effective 18 March 2020 to 14 April 2020 (or any extension thereof), there may be some delay in the delivery of the hardcopies of the Integrated Report 2019, as requested by the shareholders. The hardcopies will be delivered once they are made available to the Company.