

**NOTICE IS HEREBY GIVEN** that the Eighteenth Annual General Meeting of the Company will be held at the **Grand Ballroom, Level 2, Hotel Nikko Kuala Lumpur, Jalan Ampang, 50450 Kuala Lumpur on Wednesday, 30 August, 2000 at 10.00 a.m.** to consider the following matters:–

**Agenda**

- 1 To receive and adopt the Audited Accounts for the year ended 31 March 2000 together with the Reports of the Directors and Auditors thereon. (Resolution 1)
- 2 To approve the payment of a final dividend of 10% per ordinary share less income tax at 28% in respect of the year ended 31 March 2000. (Resolution 2)
- 3 To re-elect the following Directors pursuant to:-
  - (i) Article 93 of the Company's Articles of Association:–
    - (a) Chew Kong Seng (Resolution 3)
    - (b) Dato' Mohd Ali bin Yasin (Resolution 4)
    - (c) Ishak bin Imam Abas (Resolution 5)
  - (ii) Article 96 of the Company's Article of Association:-
    - (a) Dato' Shamsul Azhar bin Abbas (Resolution 6)
- 4 To approve the payment of Directors' fees in respect of the year ended 31 March 2000. (Resolution 7)
- 5 To re-appoint Messrs. KPMG Desa Megat & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 8)
- 6 To transact any other ordinary business for which due notice has been given. (Resolution 9)

**Closure of Books**

**NOTICE IS ALSO HEREBY GIVEN** that the final tax exempt dividend of 10% if approved, will be payable on 29 September 2000 to shareholders whose names appear in the Record of Depositors at the close of business on 14 September 2000.

*A depositor shall qualify for entitlement to the dividend only in respect of:—*

- (a) Shares transferred into the Depositor's Securities Account before 12.30 p.m. on 14 September 2000 in respect of ordinary transfers.*
- (b) Shares bought on the Kuala Lumpur Stock Exchange on a cum entitlement basis according to the Rules of the Kuala Lumpur Stock Exchange.*

*By Order of the Board*

**Abdul Rahman bin Musa @ Onn (LS 01710)**

**Yeap Kok Leong (MAICSA 0862549)**

*Joint Secretaries*

*Kuala Lumpur*

*15 August 2000*

**Notes:**

- 1. A member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies to attend and vote on his behalf. A proxy may but need not be a member of the Company.
- 2. 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 in some other manner approved by the Directors and must be deposited at the Company's Share Registrar, Malaysian Share Registration Services Sdn. Bhd., 7th Floor, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur, not less than 48 hours before the time fixed for the meeting.

**From left to right:**

Dr. R. Thillainathan,  
Yeap Kok Leong,  
Anuar bin Ahmad,  
Mohamad Rauff bin Nabi Bax,  
Tan Sri Dato' Mohd Hassan bin Marican,  
Abdul Rahim bin Haji Hashim,  
Chew Kong Seng,  
Abdul Rahman bin Musa @ Onn,  
Dato' Mohd Ali bin Yasin,  
Ishak bin Imam Abas,  
Dato' Shamsul Azhar bin Abbas

**Board of Directors**





**From left to right:**

Rahiman bin Hashim, Zaharan bin Mat Alipiah,  
Nasarudin bin Md. Idris, Mohd Nasir bin Ismail,  
Abdul Rahman bin Musa @ Onn, Anuar bin  
Ahmad, Dalbir Singh, Ibrahim bin Marsidi,  
Che Noran binti Mohd Jelas

**Management Committee**



**Directors**

Tan Sri Dato' Mohd Hassan bin  
Marican (Chairman)  
Anuar bin Ahmad  
Dato' Mohd Ali bin Yasin  
Dato' Shamsul Azhar bin Abbas  
Chew Kong Seng  
Dr. R. Thillainathan  
Ishak bin Imam Abas  
Abdul Rahim bin Haji Hashim  
Mohamad Rauff bin Nabi Bax

**Board Audit Committee**

Chew Kong Seng (Chairman)  
Dr. R. Thillainathan  
Ishak bin Imam Abas

**Joint Secretaries**

Abdul Rahman bin Musa @ Onn  
Yeap Kok Leong

**Registrar**

Malaysian Share Registration  
Services Sdn. Bhd.  
7th Floor, Exchange Square  
Bukit Kewangan  
50200 Kuala Lumpur  
Telephone : (03) 2068099  
Facsimile : (03) 2063736

**Registered Office**

Tower 1  
PETRONAS Twin Towers  
Kuala Lumpur City Centre  
50088 Kuala Lumpur  
Telephone : (03) 2615500  
Facsimile : (03) 2605505

**Business Address**

Level 30-33, Tower 1  
PETRONAS Twin Towers  
Kuala Lumpur City Centre  
50088 Kuala Lumpur  
Telephone : (03) 2615500  
Facsimile : (03) 2605505

**Banker**

Bumiputra Commerce Bank Berhad

**Stock Exchange Listing**

Main Board Kuala Lumpur  
Stock Exchange

**Auditors**

KPMG Desa Megat & Co.

**Solicitors**

Zul Rafique & Partners  
Othman Hashim & Co.  
Rashid & Lee  
Skrine & Co.  
Tengku Mohamed & Alan Lim

**Management Committee**

Anuar bin Ahmad  
(Managing Director/Chief Executive Officer)

Nasarudin bin Md. Idris  
(General Manager, Retail Business Division)

Che Noran binti Mohd Jelas  
(General Manager, Finance Services Division)

Rahiman bin Hashim  
(General Manager, Commercial Business Division)

Ibrahim bin Marsidi  
(General Manager, LPG Business Division)

Mohd. Nasir bin Ismail  
(General Manager, Supply & Distribution Division)

Dalbir Singh  
(Senior Manager, Planning)

Zaharan bin Mat Alipiah  
(Senior Manager, Human Resource  
Management & Administration Services)

Abdul Rahman bin Musa @ Onn  
(Company Secretary/Senior Legal Counsel)



Dr. R. Thillainathan



Chew Kong Seng



Ishak bin Imam Abas

*The Board Audit Committee comprises three directors namely:*

*Chew Kong Seng  
(Chairman)*

*Dr. R. Thillainathan  
Ishak bin Imam Abas*

*of whom Chew Kong Seng and Dr. R. Thillainathan are the independent non executive directors of the Board.*

#### **Constitution**

*The Audit Committee shall be appointed by the Board of PETRONAS Dagangan Berhad pursuant to its resolution on 3 March 1994.*

#### **Membership**

*The Audit Committee was created by the Board from amongst their number and shall consist of not less than three members of whom a majority shall not be:*

- (a) executive directors of the Company or any related corporation; or*
- (b) a spouse, parent, brother, sister, son or adopted son or adopted daughter of an executive director of the Company or of any related corporation; or*
- (c) any person having a relationship which in the opinion of the Board of Directors, would interfere with the exercise of independent judgement in carrying out the functions of an audit committee.*

*The members of the Audit Committee shall elect a Chairman from amongst their number who is not an executive director or employee of the Company or any related corporation.*

#### **Meeting**

*A quorum shall be two members, one of whom shall be the Chairman of the Audit Committee. At least once a year the Audit Committee shall meet with the external auditors without any executive Board member present.*

*The external auditors have the right to appear and be heard at any meeting of the Audit Committee and shall appear before the Committee when required to do so by the Audit Committee.*

*The Company Secretary shall be the Secretary of the Audit Committee.*

*Meetings shall be held not less than three times a year. The external auditors may request a meeting if they consider that one is necessary and, the Chairman of the Audit Committee shall convene a meeting*

of the Committee to consider any matters the external auditors believe should be brought to the attention of the Directors or Shareholders.

#### **Duties And Functions**

The duties of the Audit Committee shall be:

- (a) to consider the appointment of the external auditors, the audit fee and any questions of resignation or dismissal;
- (b) to discuss with the external auditors before the audit commences the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved;
- (c) to review with the management and the external auditors the half-year and annual financial statements before their submission to the Board, focussing particularly on:
  - (i) any changes in accounting policies and practices
  - (ii) major judgemental areas
  - (iii) significant adjustments resulting from the audit
  - (iv) the going concern assumption standards
- (v) compliance with accounting standards
- (vi) compliance with stock exchange and legal requirements;
- (d) to arrange for periodic reports from management, the external auditors and the internal auditors to assess the impact of significant regulatory changes, and accounting or reporting developments proposed by accounting and other bodies, or any significant matters that may have a bearing on the annual examination;
- (e) to discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary);
- (f) to review the internal audit programme, consider the major findings of internal audits and management's response, and ensure co-ordination between the internal and external auditors;
- (g) to keep under review the effectiveness of internal control systems and the internal and/or external auditors evaluation of the said systems and in particular review the external auditors' management letter and management's responses;
- (h) to review audit reports;
- (i) to direct and where appropriate supervise any special projects or investigation considered necessary;
- (j) to prepare periodic reports to the Board of Directors summarising the work performed in fulfilling the Audit Committee's primary responsibilities;
- (k) to consider other topics, as defined.

#### **Reporting Procedures**

The Secretary shall circulate the minutes of meetings of the Audit Committee to all members of the Board.