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NOTICE BE AND IS HEREBY GIVEN THAT the Twenty Third Annual General Meeting of the Company will be held at Nirwana Ballroom 1, Lower Lobby, Crowne Plaza Mutiara Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur, on Wednesday, 26 July 2006 at 10.00 a.m.

Five-Year Financial Summary

(RM million)	Year Ended 31 March				
	2002	2003	2004	2005	2006
Revenue	1,949.6	2,235.7	2,230.2	2,307.3	2,839.
Profit Before Tax	605.6	779.1	740.9	893.3	1,024
Profit After Tax	487.1	656.8	641.9	823.2	971.
Total Assets	10,080.5	9,936.8	9,414.2	9,499.7	9,397.
Shareholders' Funds	5,866.2	6,182.6	6,230.9	6,686.1	7,047.
Long Term Liabilities	3,757.6	3,363.0	2,174.3	2,207.1	1,849.
Profit as % Turnover					
– Before Tax – After Tax	31.1 25.0	34.8 29.4	33.2 28.8	38.7 35.7	36. 34.
Earnings Per Share (sen)					
– Basic	24.6	33.2	32.4	41.6	49.
Net Tangible Assets Per Share (sen)	296.5	312.5	314.9	337.9	356.

FIVE-YEAR FINANCIAL SUMMARY

Revenue RM million

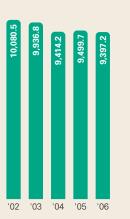












Shareholders' funds RM million



Long term liabilities RM million

3,757.6

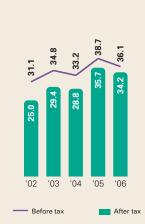
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Profit as % turnover Percent

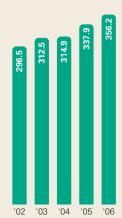


3,363.0 2,174.3 2.207. 849.5 '03 '04 '05 '06





Net tangible assets per share Sen





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Ethane, used in the manufacture of plastic, is one of the gases we produce. The increasing range of industrial applications for such essential products ensures we will remain a vital partner to a host of businesses.

Corporate and Management Directory

DIRECTORS

Tan Sri Dato Sri Mohd Hassan bin Marican (Chairman) Wan Zulkiflee bin Wan Ariffin (Managing Director/Chief Executive Officer) Dato' Sadasivan s/o N. N. Pillay Dato' Chew Kong Seng Datuk Mohd Zain bin Haji Abdul Majid Muri bin Muhammad Datuk Abdul Rahim bin Haji Hashim Mohammed Azhar bin Osman Khairuddin Abd Hamid bin Ibrahim

BOARD AUDIT COMMITTEE

Dato' Sadasivan s/o N. N. Pillay (Chairman) Dato' Chew Kong Seng Datuk Mohd Zain bin Haji Abdul Majid Mohammed Azhar bin Osman Khairuddin

SECRETARIES

Noryati binti Mohd Noor (LS0008877) Yeap Kok Leong (MAICSA 0862549)

REGISTRAR

Symphony Share Registrars Sdn Bhd Level 26, Menara Multi-Purpose, Capital Square No. 8, Jalan Munshi Abdullah 50100 Kuala Lumpur Telephone : 03-2721 2222 Facsimile : 03-2721 2530 / 2721 2531

REGISTERED OFFICE AND BUSINESS ADDRESS

Tower 1, PETRONAS Twin Towers Kuala Lumpur City Centre 50088 Kuala Lumpur Telephone : 03-2051 5000 Facsimile : 03-2026 5885

AUDITORS

KPMG Desa Megat & Co

SOLICITORS

Zul Rafique & Partners

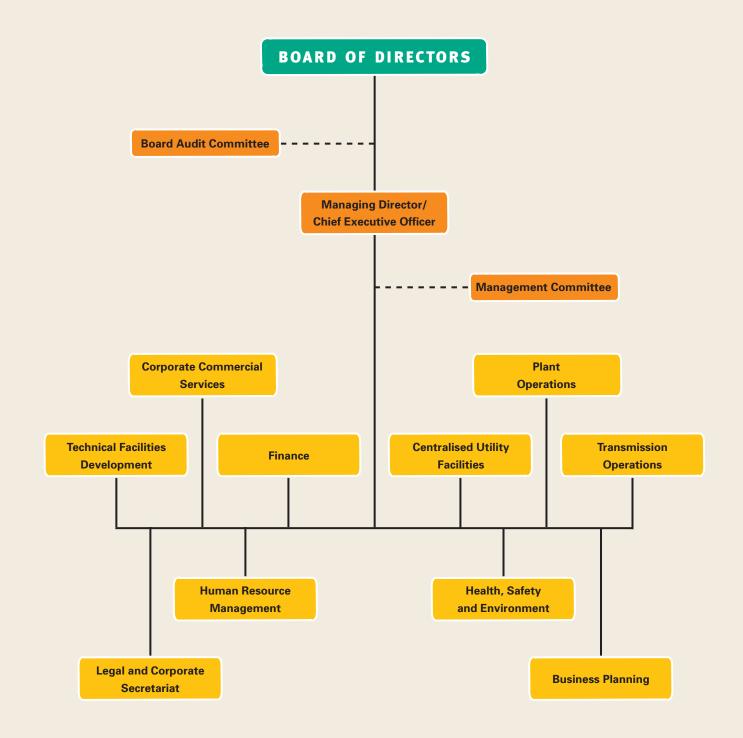
PRINCIPAL BANKER

Bumiputra-Commerce Bank Berhad

STOCK EXCHANGE LISTING

Main Board Bursa Malaysia

Organisation Structure



Board of **Directors**

Below, from left

Tan Sri Dato Sri Mohd Hassan bin Marican (Chairman)

Wan Zulkiflee bin Wan Ariffin (Managing Director / Chief Executive Officer) Facing page, clockwise from left

Dato' Sadasivan s/o N.N. Pillay Dato' Chew Kong Seng Datuk Mohd Zain bin Haji Abdul Majid Mohammed Azhar bin Osman Khairuddin Datuk Abdul Rahim bin Haji Hashim Muri bin Muhammad Abd Hamid bin Ibrahim









Board of Directors' Biodata



Tan Sri Dato Sri Mohd Hassan bin Marican, a Malaysian aged 53, was appointed as the Chairman of PETRONAS Gas Berhad in August 1991. A Fellow of the Institute of Chartered Accountants in England and Wales, as well as a member of the Malaysian Institute of Accountants and the Malaysian Institute of Certified Public Accountants, he joined PETRONAS in 1989 as Senior Vice President of Finance and was appointed President and CEO in February 1995.

Tan Sri Dato Sri Mohd Hassan is a member of the PETRONAS Board of Directors. He is also the Chairman of MISC Berhad, another public listed subsidiary under the PETRONAS Group, and Chairman of Engen Limited, South Africa's leading oil refining and marketing company, a subsidiary of PETRONAS.

Beyond PETRONAS, Tan Sri Dato Sri Mohd Hassan is a board member of Bank Negara Malaysia and a member of the board of Malaysia-Thailand Joint Authority, which oversees petroleum development in the overlapping area between Malaysia and Thailand. He is also a member of the International Investment Council for the Republic of South Africa.

Tan Sri Dato Sri Mohd Hassan is an Energy Governor for the World Economic Forum (WEF) as well as a member of the WEF's International Business Council. He is also a member of the Commonwealth Business Council.

Tan Sri Dato Sri Mohd Hassan has attended three (3) Board meetings in the financial year.



Wan Zulkiflee bin Wan Ariffin, a Malaysian aged 45 was appointed as the Managing Director/Chief Executive Officer of PETRONAS Gas Berhad in June 2003. A graduate in Chemical Engineering from the University of Adelaide, South Australia, he joined PETRONAS in 1983 as a process engineer and was involved in the project implementation and operations of several gas processing facilities up to 1995.

In the ensuing years, Wan Zulkiflee has held several positions in the PETRONAS Group including serving in the Office of the President as Senior Manager (Downstream Business) / Executive Assistant to the President for three years and as General Manager, International Projects Management Division of OGP Technical Services, responsible for the execution of all the overseas projects undertaken during 2000/2001 period. Prior to the current appointment, he was the General Manager for the Strategy and Business Development Unit responsible for the evaluation of business opportunities and the mergers and acquisition activities for PETRONAS.

Wan Zulkiflee is a member of PETRONAS Management Committee and currently sits on the Board of several companies in the PETRONAS Group. He was conferred the Honorary Fellowship by the Institution of Chemical Engineers UK in November 2005. He was on the Council for the Project Management Institute, Malaysian Chapter until end 2003. He has attended the Advanced Management Program at Harvard Business School and is also the Industry Adviser to the Gas Engineering Department of University Technology Malaysia and University Putra Malaysia.

He has attended four (4) Board meetings in the financial year.





Dato' Sadasivan s/o N.N. Pillay, a Malaysian aged 66, is an Independent Non-Executive Director and the Chairman of the Board Audit Committee. A graduate in Economics from University of Malaya in 1963, he started his early career with the Economic Development Board Singapore upon graduation till 1967. In 1968, he joined the Malaysian Industrial Development Authority (MIDA) and was appointed as the Director-General of MIDA in 1984. He served in that capacity until his retirement in 1995. Upon retirement, he set up SKA Management Consultants Sdn. Bhd. where he is the Executive Chairman.

He holds directorship in Chemical Company Of Malaysia Berhad, Malaysian Industrial Development Finance Berhad, Leader Universal Holdings Berhad, APM Automotive Holdings Berhad, Malaysian Airline System Berhad, Yeo Hiap Seng (Malaysia) Berhad, nine private companies and two government financial institutions (Bank Negara Malaysia and Pengurusan Danaharta Nasional Berhad).

He was appointed to the Board of PETRONAS Gas Bhd on 29 August 1995 and attended four (4) Board meetings in the financial year.

Dato' Chew Kong Seng, a Malaysian aged 68, is an Independent Non-Executive Director and a member of the Board Audit Committee. He is a Fellow of the Institute of Chartered Accountants in England and Wales and a Member of the Malaysian Institute of Certified Public Accountants and Malaysian Institute of Accountants. His career started off as a tax officer in the Inland Revenue Department and Stoy Hayward & Co in United Kingdom from 1964 to 1970. He returned to Malaysia to join Turquand Young & Co (now known as Ernst & Young) and was subsequently transferred to the Sarawak office in 1973, first as Manager-in-Charge and later as Partner-in-Charge. He served as the Managing Partner of Ernst & Young for six years before he retired from professional practice in 1996. From May 1999 to June 2005, he was an Executive Director of Sarawak Enterprise Corporation Bhd.

His experience covers a wide variety of industries including utilities, banking and financial institutions, timber-based, manufacturing, trading and advisory services to local and foreign investors. He is also an Independent Director and Audit Committee Chairman of four other public listed companies namely, PETRONAS Dagangan Berhad, Industrial Concrete Products Berhad, AEON Co. (M) Bhd and PBA Holdings Berhad. He also acts as Independent Director in other public limited companies.

He was appointed to the Board of PETRONAS Gas Bhd on 18 March 1999 and attended four (4) Board meetings in the financial year.

BOARD OF DIRECTORS' BIODATA







Datuk Mohd Zain bin Haji Abdul Majid, a Malaysian aged 67, is an Independent Non-Executive Director and a member of the Audit Committee. He graduated in Economics from the University of Glasgow and in Law from the University of London and is a Fellow of the Economic Development Institute of IBRD in Washington. He had also attended the Senior Executive Programme at London Business School.

He served for 37 years in several positions in the public and private sectors before retiring at the end of 1999. He was the Director-General of the Malaysian Industrial Development Authority, Executive Chairman of the Urban Development Authority, Chief Executive of the Malaysian Employers Federation and was Executive and Non-Executive Director of various companies in the manufacturing, finance and property sectors. He has been a Director of Malaysia LNG Sdn Bhd since 1982 and is also a Director of MLNG Dua Sdn Bhd and Malaysia LNG Tiga Sdn Bhd.

He was appointed to the Board of PETRONAS Gas Bhd on 6 March 2002 and attended four (4) Board meetings in the financial year.

Muri bin Muhammad, a Malaysian aged 63. He joined PETRONAS in 1975 and after serving for 27 years in various capacities, he retired as Vice President, Gas Business in 2002. On his retirement, he was appointed Advisor to Gas Business until the end of March 2005.

He holds a Master of Science in Biological Oceanography from Dalhousie University, Halifax, Canada.

He has served in various management positions including the Managing Director/ Chief Executive Officer of ASEAN Bintulu Fertilizer Sdn Bhd, Managing Director and Chief Executive Officer of Malaysia LNG Sdn Bhd and Vice President of Gas Business.

He is currently a director of the following gas pipeline companies: Australian Pipeline Trust (APT), a public listed Australian gas pipeline company, Transportadora de Gas del Norte (TGN) and Transportadora de Gas del Mercosur (TGM), both of Argentina. On 1 September 2005, he was appointed by the government as a member of the Energy Commission of Malaysia for a term of two years.

He was also on the Board of several PETRONAS subsidiaries and held the position of the Chairman of the Board of the Gas District Cooling Group of Companies, PETRONAS NGV Sdn Bhd, Bekalan Air KIPC Sdn Bhd and OGP Technical Services Sdn Bhd.

He was appointed to the Board of PETRONAS Gas Berhad on 25 November 1996 and attended four (4) Board meetings in the financial year. **Datuk Abdul Rahim bin Hj Hashim**, a Malaysian aged 52, is the Vice President, Research and Technology of PETRONAS. He holds a Bachelor of Science (Electrical and Electronic) Engineering degree from the University of Birmingham, United Kingdom. He is registered with the Board of Engineers and the Institution of Engineers Malaysia, and an associate member of the American Institute of Chemical Engineers.

Prior to his current position he was the Vice President, Gas Business PETRONAS. He was also the Vice President, Human Resource Management Division, PETRONAS, From October 1998 to September 2002. He also held various senior positions in Processing and Manufacturing Division and PETRONAS Penapisan (Terengganu) Sdn Bhd as well as being the Managing Director/Chief Executive Officer of PETRONAS Penapisan (Melaka) Sdn Bhd and Managing Director/ Chief Executive Officer of Malaysian Refining Company (MRC) Sdn Bhd. He is currently the President of the Malaysian Gas Association and President of the Asia Pacific Natural Gas Vehicle Association. He is a Director of several companies within the PETRONAS Group and subsidiaries and external organisations.

He was appointed to the Board of PETRONAS Gas Bhd on 1 October 2002 and attended four (4) Board meetings in the financial year

BOARD OF DIRECTORS' BIODATA





Mohammed Azhar bin Osman Khairuddin, a Malaysian aged 50, is a Director and a member of the Board Audit Committee. He is also the Company Secretary of PETRONAS and a member of its Management Committee. He holds an LLB (Honours) degree from the University of Malaya. He is also a member of the International Bar Association (IBA) as well as the Inter-Pacific Bar Association (IPBA).

He started his career with PETRONAS in 1979 as a legal officer. Under his current position, he is in charge of three main areas of PETRONAS' group operations namely, Legal Services Unit, Corporate Affairs Unit and Facilities Management and Services Unit.

He was appointed to the Board of PETRONAS Gas Bhd on 9 May 1995 and attended four (4) Board meetings in the financial year.

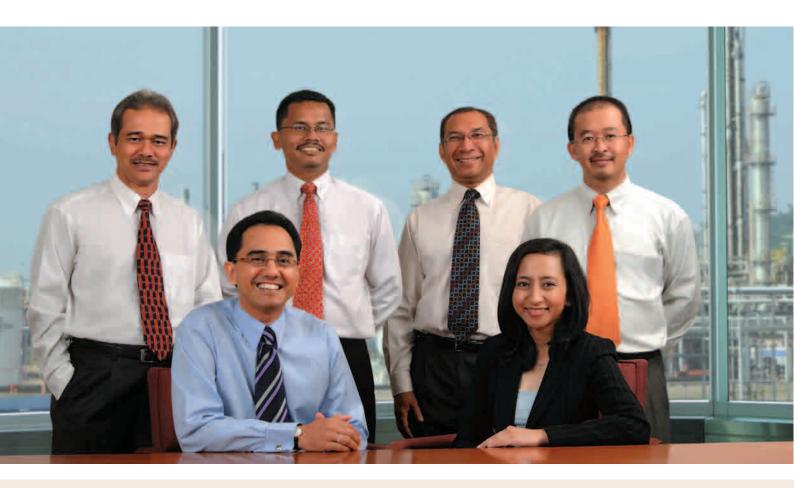
Abd Hamid bin Ibrahim, a Malaysian aged 58. He holds a Masters degree in Petroleum Engineering from Heriot-Watt University, Edinburgh, Scotland and a degree in Mining from the Camborne School of Mines, UK. He also attended the Advanced Management Program, Wharton School of Management, University of Pennsylvania, USA. He joined PETRONAS in June 1976 as a Production Engineer in the Production Department and since then had held several managerial positions in the Upstream Sector (including as General Manager, Development Division, PETRONAS Carigali Sdn Bhd) until April 1991.

He was Managing Director/Chief Executive Officer of Ethylene Malaysia Sdn Bhd and Polyethylene Malaysia Sdn Bhd from May 1991 till May 1996, Managing Director/Chief Executive Officer of Malaysia LNG Sdn Bhd and MLNG Dua Sdn Bhd, and Project Director of MLNG Tiga Sdn Bhd from June 1996 prior to his appointment as Managing Director/Chief Executive Officer of PETRONAS Gas Berhad in September 1999. He was appointed as a Non-Executive Director to the Board of Muhibbah Engineering (M) Bhd on 18 January 2006.

He was a member of the PETRONAS Management Committee from July 1996 until June 2003. From June 1995 till July 2004, he was a Founder-Director of SPE-Asia Pacific (M) Sdn Bhd. He is the Editor-in-Chief of RESOURCE, the in-house magazine of the Malaysian Petroleum Club since its inception in 1992. Apart from that, he is a Board Member of Antarabudaya Malaysia, an associate member of the American Field Service, the largest voluntary organisation in the world that deals in international student exchange programme. In July 2004, he was appointed as the PETRONAS representative to the Board of Trustees of CARIF (Cancer Research Initiatives Foundation).

He was appointed to the Board of PETRONAS Gas Berhad on 16 September 1999 and attended four (4) Board meetings in the financial year.

Management Committee



Seated from left to right

Wan Zulkiflee bin Wan Ariffin Wan Shamilah binti Wan Muhammad Saidi

Standing from left to right

Nordin bin Abdul Ghani Abdul Aziz bin Othman Basharuddin bin Saad Kamal Bahrin bin Ahmad



Standing from left to right

Mohd Nor Azizi bin Anuar Raiha Azni binti Abdul Rahman Ir. Hudal Firdaus bin Dimyati Noryati binti Mohd Noor Nur Ashikin binti Khalid Secretary to Management Committee

Abdul Rahman bin Haji Hussein

Management Committee's Biodata

Wan Zulkiflee bin Wan Ariffin, 45, was appointed as the Managing Director and Chief Executive Officer of PETRONAS Gas Berhad in June 2003. A graduate in Chemical Engineering from the University of Adelaide, South Australia, he joined PETRONAS in 1983 as a process engineer and was involved in the project implementation and operations of several gas processing facilities up to 1995.

In the ensuing years, he has held several positions in the PETRONAS Group including serving in the Office of the President as Senior Manager (Downstream Business) / Executive Assistant to the President for three years and as General Manager, International Projects Management Division of OGP Technical Services, responsible for the execution of all the overseas projects undertaken during 2000/2001 period. Prior to the current appointment, he was the General Manager for the Strategy and Business Development Unit responsible for the evaluation of business opportunities and the mergers and acquisition activities for PETRONAS

He is a member of PETRONAS Management Committee and currently sits on the Board of several companies in the PETRONAS Group. He was conferred the Honorary Fellowship by the Institution of Chemical Engineers UK in November 2005. He was on the Council for the Project Management Institute, Malaysian Chapter until end 2003. He has attended the Advanced Management Program at Harvard Business School and is also the Industry Adviser to the Gas Engineering Department of University Technology Malaysia and University Putra Malaysia. **Kamal Bahrin bin Ahmad**, 41, is the Senior General Manager of the Plant Operations Division. He holds a degree in Chemical Engineering from the University of Texas at Austin, USA.

He joined PETRONAS in July 1987 as a Project Engineer for an expansion project of PETRONAS Penapisan (Terengganu) Sdn Bhd refinery. In 1992, he joined PETRONAS Penapisan (Melaka) Sdn Bhd for the commissioning of Phase 1 of the Melaka refinery. In 1998, he participated in the commissioning of Phase 2 of the refinery, which is a joint venture project between PETRONAS and ConocoPhillips, USA.

He has held several key positions in PETRONAS Penapisan (Melaka) Sdn Bhd, including the General Manager of Production Department. He assumed his current position in January 2005.

He currently sits on the Board of several companies in the PETRONAS Group.

Nordin bin Abdul Ghani, 49, is the General Manager of the Transmission Operations Division. He holds a degree in Civil Engineering from the University of Malaya.

He joined PETRONAS in September 1983 after serving in the Public Works Department for three years. He started as a Civil Engineer and was involved in the Project Implementation and Operations of the Peninsular Gas Transmission System until December 2002. In January 2003, he was appointed as the Director of Operations in a gas transportation company based in Jakarta, Indonesia. He assumed his current position in August 2005. Wan Shamilah binti Wan Muhammad Saidi, 35, is the General Manager of Finance Division. She holds a degree in Economics and Accounting from University of Bristol, England. She is also a member of the Institute of Chartered Accountants in England and Wales and the Malaysian Institute of Accountants.

She joined PETRONAS in 1993 as a Finance Executive in PETRONAS Carigali Sdn Bhd. From 1995 to 1998 she underwent her articleship training with Morison Stoneham in England. In the ensuing years, she held various positions in Group Finance and Corporate Planning and Development Division of PETRONAS. Prior to the current position, she was a manager within Business Development Unit responsible for the mergers and acquisitions activities for PETRONAS. She assumed her current position in September 2004.

She currently sits on the Board of several companies in the PETRONAS Group.

Basharuddin bin Saad, 51, is the General Manager of Corporate and Commercial Services Division. He is a Fellow of the Association of Certified Accountants (UK), a member of the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants. He also holds a degree in Law from the University of London and a Certificate of Legal Practice from the Qualifying Board, Malaysia.

He joined PETRONAS in 1980 and has held various positions in the areas of Finance and Accounts, Planning, Treasury, Project Management, Procurement and Systems Development. He served as Senior Manager, Finance and Accounts with PETRONAS Carigali Sdn Bhd from 1990 to 1996 and General Manager of Finance Division, PETRONAS Gas Bhd. He worked in a utility corporation and a bank prior to joining PETRONAS. He assumed his current position in July 2004. **Ir. Hudal Firdaus bin Dimyati**, 42, is the General Manager of Technical Facilities Development Division. He is a member of the Board of Engineers, Malaysia and also the Institute of Engineers Malaysia. He holds a degree in Civil Engineering from the University of Toledo, Ohio, USA.

He joined OGP Technical Services Sdn Bhd, a subsidiary of PETRONAS in September 1993 after working in a multinational oil and gas company for 6 years. He started as a Deputy Project Services Manager and was involved in the implementation of various cross-country pipeline projects in Malaysia, Thailand and Sudan.

In 1999, he served in the Group Internal Audit Division, PETRONAS as Audit Manager and later as Senior Manager where he was responsible for the audits on Gas and Petrochemical companies in PETRONAS.

In 2003, he was appointed as Head, Business Development under the Gas Business Unit, PETRONAS pursuing gas business opportunities in Myanmar and Thailand.

He joined PETRONAS Gas Bhd in April 2005 as the Senior Manager, Engineering Management Department, Technical Facilities Development Division. He assumed his current position in January 2006. **Abdul Aziz bin Othman**, 40, is the General Manager of Centralised Utility Facilities. He holds a degree in Mechanical Engineering from the George Washington University, USA. He joined PETRONAS in 1987 as a rotating equipment engineer in PETRONAS Gas Sdn Bhd and was involved in the project implementation of several gas plants up to 1996.

From 1997 to March 2000, he was assigned as the Manager of Project Control and System Planning, responsible for the Pipeline Gas Utilisation facilities' planning, cost and schedule control for major projects.

From April 2000 to August 2002, he was reassigned to PETRONAS holding company, at the office of the Vice President of Gas Business. There, he was responsible for the strategy formulation and development of business plan for gas business.

In September 2002, he was part of the PETRONAS Corporate Strategic Studies team, which developed the PETRONAS Corporate Agenda and the global championship aspiration. Subsequently, he returned to the office of the Vice President of Gas Business continuing his function in strategy development and business plan development. He assumed his current position in August 2005. Raiha Azni binti Abdul Rahman, 45, is the Senior Manager of Human Resource Management. She holds a Bachelor of Science in Business Administration, majoring in Marketing, from Syracuse University, New York, USA.

She has a total of 21 years experience in Human Resource Management in PETRONAS. She joined PETRONAS in 1984 and has served in various capacities within PETRONAS Group in the areas of capability development, human resource development, manpower planning, recruitment, industrial relations and remuneration administration. She assumed her current position in March 2004. **Abdul Rahman bin Haji Hussein**, 48, is the Senior Manager of the Corporate Health, Safety & Environment Department. He graduated from the University of Northumbria, Newcastle upon Tyne, UK with a degree in Applied Chemistry.

His career in PETRONAS started at the PETRONAS Penapisan (Terengganu) Sdn Bhd (PPTSB) in 1984 as its Analytical Chemist. He continued to serve PPTSB as its Process Technologist and Production Planner until 1990 when he joined PETRONAS Gas Sdn Bhd as Head of Production Planning with the Plant Operations Division (POD) in Kertih. In 1995, he was appointed as Head of Quality Management, POD and in the following years as Manager, HSE and Quality Management Department in the Transmission Operations Division. He assumed his current position in April 2000.

Noryati binti Mohd Noor, 40, is the Senior Manager of the Legal and Corporate Secretariat Department. She holds a Bachelor of Laws (Honours) from the International Islamic University, Malaysia.

Her career in PETRONAS started at PETRONAS Dagangan Bhd (PDB) in 1990 as an Executive (Legal). She continued to serve PDB until 1997 when she joined Gas District Cooling (GDC) (M) Sdn Bhd as the Senior Legal Counsel. She is currently the Company Secretary of GDC group of companies.

She assumed her current position in October 2005.

Mohd Nor Azizi bin Anuar, 44, is the Manager of Business Planning Department. He holds a degree in Accounting and Finance from Liverpool John Moores University, England, and Masters in Business Administration from University of Malaya, Malaysia.

He began his career in PETRONAS in 1984 and has since held various positions throughout the PETRONAS Group in the areas of internal auditing, management information systems, project accounting, corporate planning and budgeting and SAP business support.

He assumed his current position in June 2004 and was appointed as a member of PETRONAS Gas Bhd's Management Committee in August 2005.