

Form of proxy

British American Tobacco (Malaysia) Berhad
(Company No. 4372-M)
(Incorporated in Malaysia)



**BRITISH AMERICAN
TOBACCO
MALAYSIA**

CDS Account No.

I/We _____ (NRIC/Passport/Co. No.: _____)
(Name as per NRIC/Passport/Certificate of Incorporation in Capital Letters)

of _____
(Full Address)

being a member/members of **BRITISH AMERICAN TOBACCO (MALAYSIA) BERHAD**, do hereby appoint _____

_____ (NRIC/Passport No.: _____)
(Name as per NRIC/Passport in Capital Letters)

of _____
(Full Address)

and/or failing him/her _____ (NRIC/Passport No.: _____)
(Name as per NRIC/Passport in Capital Letters)

of _____ or failing him/her, the Chairman
(Full Address)

of the Meeting as my/our proxy/proxies to vote for me/us and on my/our behalf at the Fifty Third Annual General Meeting of the Company, to be held at Citrine Ballroom, One World Hotel, Ground Floor, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 22 April 2014 at 11.00 a.m., and at any adjournment thereof.

My/our proxy/proxies shall vote as follows:

(Please indicate with an "X" in the spaces provided below how you wish your votes to be cast on the resolutions specified in the notice of meeting. If you do not do so, your proxy/proxies will vote or abstain as he/she may think fit)

Resolutions		For	Against
Ordinary Resolution 1	To receive the Audited Financial Statements for the financial year ended 31 December 2013 and the Reports of the Directors and Auditors thereon.		
Ordinary Resolution 2	Re election of Dato' Chan Choon Ngai who retires by rotation in accordance with Articles 97 (1) and (2) of the Company's Articles of Association.		
Ordinary Resolution 3	Re-election of Datuk Zainun Aishah binti Ahmad who retires by rotation in accordance with Articles 97 (1) and (2) of the Company's Articles of Association.		
Ordinary Resolution 4	Re election of Lee Oi Kuan who retires by rotation in accordance with Articles 97 (1) and (2) of the Company's Articles of Association.		
Ordinary Resolution 5	Re election of Stefano Clini who retires in accordance with Article 103 of the Company's Articles of Association.		
Ordinary Resolution 6	Re election of Datuk Oh Chong Peng who has served as an Independent Non Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.		
Ordinary Resolution 7	Re-appointment of PricewaterhouseCoopers as Auditors of the Company for the financial year ending 31 December 2014 and authorisation to Directors to fix their remuneration.		
Ordinary Resolution 8	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.		
Ordinary Resolution 9	Proposed Shareholders' Mandate for a Subsidiary of the Company to enter into a New Recurrent Related Party Transaction of a Revenue or Trading Nature with a Related Party.		

Dated this _____ day of _____ 2014.

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:

	No. of Shares	Percentage
Proxy 1		
Proxy 2		
TOTAL		100

Signature(s) of Member(s)/Common Seal

Notes:

1. Only members whose names appear in the Record of Depositors as at 15 April 2014 (General Meeting Record of Depositors) shall be eligible to attend the Meeting or appoint proxy(ies) to attend and vote on his/her behalf.
2. A proxy need not be a Member and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. 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.
4. 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.
5. The instrument appointing a proxy or proxies must be under the hand of the appointer or of his 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.
6. 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 Form of Proxy but does not name any proxy, such

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Member shall be deemed to have appointed the Chairman of the meeting as his/her proxy.

7. The original Form of Proxy must be duly executed and deposited at the Registrar of the Company at Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjourned meeting thereof.

8. Registration of Members/Proxies

Registration of Members/Proxies attending the meeting will commence at 9.00 a.m. on the day of the meeting and will close at 11.00 a.m. sharp. Members/Proxies are required to produce identification documents for registration.

9. Explanatory Notes on Special Business

Recurrent Related Party Transactions Mandate

Proposed Ordinary Resolutions 8 and 9, 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 New and Renewal of the Recurrent RPTs Mandate is set out in the Circular to Shareholders dated 27 March 2014, which is despatched together with the Company's 2013 Abridged Annual Report.

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postage
stamp

The Share Registrar
Tricor Investor Services Sdn Bhd
(Company No. 118401-V)
Level 17, The Gardens North Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur, Malaysia

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