

# Form of Proxy



**BRITISH AMERICAN TOBACCO MALAYSIA**

CDS Account No.

**BRITISH AMERICAN TOBACCO (MALAYSIA) BERHAD**

(Company No. 4372-M)  
(Incorporated in Malaysia)

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 \_\_\_\_\_ (Full Address) or failing him/her, the Chairman

of the Meeting as my/our proxy/proxies to vote for me/us and on my/our behalf at the Fifty-Fourth Annual General Meeting of the Company, to be held at Ballroom 1, 1<sup>st</sup> Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Monday, 27 April 2015 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 2014 and the Reports of the Directors and Auditors thereon.		
Ordinary Resolution 2	Re-election of Tan Sri Mohamad Salim bin Fateh Din 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 James Richard Suttie 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 Pablo Daniel Sconfianza who retires in accordance with Article 103 of the Company's Articles of Association.		
Ordinary Resolution 5	Re-appointment of Datuk Oh Chong Peng who retires pursuant to Section 129 of the Companies Act, 1965.		
Ordinary Resolution 6	Re-election 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 Messrs. PricewaterhouseCoopers as Auditors of the Company for the financial year ending 31 December 2015 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.		

Dated this ..... day of ..... 2015

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

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

	No. of Shares	Percentage
Proxy 1		
Proxy 2		
TOTAL		100

**Notes:**

1. Only Members whose names appear in the Record of Depositors as at 17 April 2015 (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 authorized 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 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 Note on Special Business**  
**Recurrent Related Party Transactions Mandate**  
Proposed Ordinary Resolution 8, 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 RPTs Mandate is set out in the Circular to Shareholders dated 2 April 2015, which is despatched together with the Company’s 2014 Abridged Annual Report.

Please fold here to seal

affix  
postage  
stamp

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

Please fold here to seal