

## GENERAL MEETINGS: Notice of Meeting

### BRITISH AMERICAN TOBACCO (MALAYSIA) BERHAD

<b>Type of Meeting</b>	Annual General Meeting
<b>Indicator</b>	Notice of Meeting
<b>Description</b>	British American Tobacco (Malaysia) Berhad Fifty-Sixth (56th) Annual General Meeting
<b>Date of Meeting</b>	18 Apr 2017
<b>Time</b>	10:30 AM
<b>Venue</b>	Ballroom 2, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur
<b>Date of General Meeting Record of Depositors</b>	10 Apr 2017

Please refer attachment below.

#### Attachments

[BATM-Notice of 2017 AGM.pdf](#)  
1.5 MB

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#### Announcement Info

<b>Company Name</b>	BRITISH AMERICAN TOBACCO (MALAYSIA) BERHAD
<b>Stock Name</b>	BAT
<b>Date Announced</b>	24 Mar 2017
<b>Category</b>	General Meeting
<b>Reference Number</b>	GMA-23032017-00003

Company (including executing all such documents as may be required) to give effect to the Proposed Renewal of the Recurrent RPTs Mandate.”

9. To transact any other business of which due notice shall have been given.

#### **By Order of the Board**

**DAVID CHIAM JOY YEOW**

LS0009734  
Secretary

Petaling Jaya  
27 March 2017

#### **Notes:**

1. 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. A proxy need not be a member of the Company.
2. 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 nominee 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.
3. 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.
4. 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.
5. The original Form of Proxy must be duly executed and deposited at the Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur before 11.30 a.m. on Monday, 17 April 2017 not less than twenty-four (24) hours before the time appointed for the taking of poll.
6. Only members whose names appear in the Record of Depositors as at 10 April 2017 (General Meeting Record of Depositors) shall be eligible to attend the Meeting or appoint proxy(ies) to attend and vote on his /her behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.

#### **8. Registration of Members / Proxies**

Registration of Members/Proxies attending the Meeting will commence at 8.00 a.m. on the day of the Meeting and will close at 10.30 a.m. sharp. Members/Proxies are required to produce identification documents for registration.

#### **9. Explanatory Notes on Ordinary Business**

##### **Note A**

The Audited Financial Statements for the financial year ended 31 December 2016 under Agenda 1 are meant for discussion only in accordance with the provision of Section 340(1)(a) of the Companies Act, 2016, and it does not require a formal approval of the shareholders. Hence, this agenda will not be put forward for voting.

##### **Resolution 6 – Re-appointment of Director**

Datuk Oh Chong Peng who will hold office until the conclusion of this Annual General Meeting, has offered himself for re-appointment as Director at the Fifty-sixth Annual General Meeting.

##### **Resolution 7 – payment of Directors' fees and benefits to the Non-Executive Directors**

The shareholders had at the Fifty-first Annual General Meeting of the Company held on 10 April 2012 approved the limit of Non-Executive Directors' fees be increased from RM800,000.00 to RM1,000,000.00.

There is no proposed revision to the existing Directors' fees and the resolution for payment of the fees and benefits to the Non-Executive Directors with effect from 1 January 2017 until the next Annual General Meeting of the Company is tabled herewith in accordance to Section 230 (1) of the Companies Act, 2016.

#### **10. Explanatory Notes on Special Business**

##### **Resolution 9 – Retention of Independent Director pursuant to the Malaysian Code on Corporate Governance 2012**

Datuk Oh Chong Peng was appointed as Non-Executive Director of the Company in January 1998, has served for more than nine (9) years. He has met the independence guidelines as set out in Chapter 1 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board has determined that Datuk Oh Chong Peng is able to bring independent and objective judgements to the Board as a whole and strongly recommended him be retained as Independent Non-Executive Director of the Company.

##### **Resolution 10 – Recurrent Related Party Transactions Mandate**

This proposed resolution, if passed, will enable British American Tobacco Malaysia Group to enter into any of the recurrent related party transactions of a revenue or tradin