



BRITISH AMERICAN
TOBACCO
MALAYSIA

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of British American Tobacco (Malaysia) Berhad ("**BATM**" or "**Company**") will be held at Ballroom 3, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 6 September 2016 at 10.30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without any modification the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY TOBACCO IMPORTERS AND MANUFACTURERS SDN BERHAD, A WHOLLY-OWNED SUBSIDIARY OF BRITISH AMERICAN TOBACCO (MALAYSIA) BERHAD, OF 2 PARCELS OF LEASEHOLD LANDS HELD UNDER PN30108/LOT 102, SEKSYEN 36, BANDAR PETALING JAYA, DISTRICT OF PETALING, SELANGOR DARUL EHSAN AND PN3917/LOT 1, SEKSYEN 36, BANDAR PETALING JAYA, DISTRICT OF PETALING, SELANGOR DARUL EHSAN TOGETHER WITH BUILDINGS ERECTED THEREON TO LGB PROPERTIES (M) SDN BHD (FORMERLY KNOWN AS OUTTO BUILD SDN BHD) FOR A TOTAL CONSIDERATION OF RM218,000,000 ("PROPOSED DISPOSAL")

"THAT, subject to all relevant approvals being obtained from the relevant authorities and/or relevant parties, approval be and is hereby given for Tobacco Importers and Manufacturers Sdn Berhad, a wholly-owned subsidiary of the Company to dispose of the Property, upon the terms and subject to the conditions stipulated in the conditional Sale and Purchase Agreement dated 7 June 2016 ("**SPA**") entered into between TIM and LGB Properties (M) Sdn Bhd (formerly known as Outto Build Sdn Bhd) and to give effect to the Tenancy Agreement dated 7 June 2016.

THAT, the proceeds arising from the Proposed Disposal be utilised for the purposes as set out in Section 2.10 of the circular to shareholders dated 17 August 2016 and that the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company.

AND THAT the Board be and is hereby authorised to do all such acts and things and to execute all necessary documents to give full effect to and complete the Proposed Disposal with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities or as may be deemed necessary by the Board and to take all steps and actions as may be required by the relevant authorities or as the Board may deem necessary and expedient to finalise, implement and give full effect to and complete the Proposed Disposal."

BY ORDER OF THE BOARD

DAVID CHIAM JOY YEOW (LS0009734)

Company Secretary
Petaling Jaya
17 August 2016

Notes:

1. Only members whose names appear in the Record of Depositors as at 24 August 2016 shall be eligible to attend the EGM or appoint proxy(ies) to attend and vote on his/her behalf. 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. A member entitled to attend and vote at the EGM 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 person is specified.
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 not less than forty-eight (48) hours before the time set for holding of the EGM or any adjourned meeting thereof.
6. Registration of members/proxies attending the EGM will commence at 8.30 a.m. and will close at 10.30 a.m. sharp. Members/proxies are required to produce identification documents for registration. Please be informed that no food will be served before and after the EGM.