

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Sixty-Fourth (64<sup>th</sup>) Annual General Meeting (**AGM** or **Meeting**) of British American Tobacco (Malaysia) Berhad (the **Company**) will be held at Connexion Conference & Event Centre, Nexus 2 & 3, Level 3A, Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur on **Tuesday, 29 April 2025** at **9.30 a.m.** for the following purposes:

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 and the Reports of the Directors and Auditors thereon.  
  
*Please refer to Explanatory Note 10 (Note A)*
2. To re-elect the following Directors, each whom retires pursuant to Clause 109.1 of the Constitution of the Company:
  - i. Nedal Louay Salem Ordinary Resolution 1
  - ii. Datuk Christine Lee Oi Kuan Ordinary Resolution 2  
*Please refer to Explanatory Note 10*
3. To re-elect Adrian Lee Peng Yong, who retires as Director pursuant to Clause 115 of the Constitution of the Company. Ordinary Resolution 3  
  
*Please refer to Explanatory Note 10*
4. To approve the payment of Directors' fees and Board Committees' fees to the Non-Executive Directors for the period commencing 30 April 2025 until the next AGM of the Company. Ordinary Resolution 4  
  
*Please refer to Explanatory Note 10*
5. To approve the payment of Directors' benefits to the Non-Executive Directors of up to RM250,000 for the period commencing 30 April 2025 until the next AGM of the Company. Ordinary Resolution 5  
  
*Please refer to Explanatory Note 10*
6. To re-appoint KPMG PLT as the Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration. Ordinary Resolution 6

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolution:

7. **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 (Proposed Renewal of the Recurrent RPTs Mandate)** Ordinary Resolution 7

"THAT, the Recurrent RPTs Mandate (as defined in the Circular to Shareholders dated 28 March 2025) granted by the shareholders of the Company authorising the Company and/or its Subsidiaries (**British American Tobacco Malaysia Group**) to enter into the recurrent related party transactions of a revenue or trading nature (**Recurrent RPTs**) with Related Parties (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) as set out in Paragraph 2.2 and Appendix II of the Circular to Shareholders dated 28 March 2025 which are necessary for British American Tobacco Malaysia Group's day-to-day operations, be and is hereby renewed and approved, provided that:

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- i. the transactions are in the ordinary course of business and are 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 to the Company; and
- ii. disclosure of the aggregate value of the transactions conducted during a financial year will be made in the annual report for the said financial year,

AND THAT the authority conferred by such renewed mandate shall continue to be in force until:

- i. the conclusion of the next AGM of the Company following the AGM at which the Proposed Renewal of the Recurrent RPTs Mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM the mandate is renewed.
- ii. the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- iii. revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the Proposed Renewal of the Recurrent RPTs Mandate.

AND FURTHER THAT, as the estimated values of the Recurrent RPTs given in Appendix II of the Circular to Shareholders dated 28 March 2025 are provisional in nature, the Directors of the Company or any of them be and are hereby authorised to agree to the actual amount or amounts thereof, provided that such amount or amounts comply with the review procedures set out in Paragraph 2.3 of the Circular to Shareholders dated 28 March 2025."

*Please refer to Explanatory Note 11*

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

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend the 64<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 71 of the Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors (**General Meeting ROD**) as at 17 April 2025. Only a member whose name appears on this General Meeting of ROD shall be entitled to attend the said Meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

**BRITISH AMERICAN TOBACCO (MALAYSIA) BERHAD**

Adiel Emir Ikram Aziz Al Rahim  
LS0010638  
SSM PC No.: 202208000613

Company Secretary

Kuala Lumpur  
28 March 2025

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### Notes:

1. The 64<sup>th</sup> AGM of the Company will be held on a physical mode. All Member(s), proxy(ies), corporate representative(s) or attorney(s) who wish to attend the 64<sup>th</sup> AGM must register as a user via the TIIH Online website at <https://tiih.online> first and then pre-register their attendance through Remote Participation & Voting (RPV) facilities on TIIH Online to verify their eligibility to attend the 64<sup>th</sup> AGM based on the General Meeting ROD as at 17 April 2025. The RPV pre-registration is open from the date of the Notice of the 64<sup>th</sup> AGM on Friday, 28 March 2025 at 5.00 p.m. and the closing date and time shall be no later than 27 April 2025 at 9.30 a.m. Please refer to the Administrative Guide for the full guide of the 64<sup>th</sup> AGM.
2. Members may submit questions in relation to the agenda items for the 64<sup>th</sup> AGM prior to the meeting via TIIH Online website at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically no later than 27 April 2025 at 9.30 a.m. The responses to these questions will be shared at the 64<sup>th</sup> AGM.
3. During the 64<sup>th</sup> AGM, Members will be able to ask questions using the RPV facilities. Members may use the Query Box facility to ask questions real time (in the form of typed text) during the meeting. The Board and leadership team will be in attendance at the AGM venue to provide responses accordingly. **Please note that no in-person questions will be accepted during the AGM.**
4. 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.
5. 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 Securities Industry (Central Depositories) Act 1991 (**Central Depositories Act**) which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
6. The instrument appointing a proxy(ies) must be under the hand of the appointer or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
7. 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 proxy form but does not name any proxy, such member shall be deemed to have appointed the Chairman of the Meeting as his/her proxy.
8. The proxy form must be duly executed and deposited at the Share 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 or alternatively, via the drop-in box provided at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or **no later than 27 April 2025 at 9.30 a.m.** The proxy appointment may also be lodged electronically via Tricor’s TIIH Online website at <https://tiih.online>.
9. 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.
10. **Explanatory Notes on Ordinary Business**

### Note A

The Audited Financial Statements for the financial year ended 31 December 2024 under Agenda item 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 item will not be put forward for voting.

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### **Ordinary Resolutions 1 and 2 – To re-elect Nedal Louay Salem and Datuk Christine Lee Oi Kuan as Directors**

Clause 109.1 of the Constitution of the Company states that one-third (1/3) of the Directors shall retire from office and be eligible for re-election at the annual general meeting.

Nedal Louay Salem and Datuk Christine Lee Oi Kuan being eligible, has offered themselves for re-election as Directors at the 64<sup>th</sup> AGM. The Board has endorsed the Nomination and Remuneration Committee's recommendation on the re-election of the retiring Directors. The retiring Directors had abstained from deliberations and decisions on their re-election at the Board meeting.

The Nomination and Remuneration Committee (**NRC**) had assessed Nedal Louay Salem and Datuk Christine Lee Oi Kuan and considered the retiring Directors' performance and contribution based on the Board and Directors Effectiveness Evaluation, their contribution to the Board deliberations, time commitment and their ability to act in the best interests of the Company in decision-making. The NRC also reviewed and assessed Nedal Louay Salem and Datuk Christine Lee Oi Kuan through Fit & Proper (**F&P**) Assessment based on the F&P Policy of the Company. The Board had endorsed the NRC's recommendation subject to the shareholders' approval at this AGM.

The details and profiles of Directors who are standing for re-election at the 64<sup>th</sup> AGM are provided in the Board of Directors Section of the Company's Annual Report 2024.

Datuk Christine Lee Oi Kuan who is a shareholder of the Company will abstain from voting on Resolution 2.

### **Ordinary Resolution 3 – To re-elect Adrian Lee Peng Yong as Director**

Clause 115 of the Constitution of the Company states that the Directors shall have the power to appoint any person to be a Director, either fill a casual vacancy or as an addition to the existing Directors and any Director so appointed shall hold office only until the next following AGM, and shall then be eligible for re-election.

Adrian Lee Peng Yong, who was appointed as Director on 1 November 2024, being eligible, has offered himself for re-election as Director at the 64<sup>th</sup> AGM.

The NRC had reviewed and assessed Adrian Lee Peng Yong through F&P Assessment based on the F&P Policy of the Company. The NRC is also of the view that Adrian Lee Peng would be able to provide valuable contributions to the Company based on his qualification, skills and experience. The Board had endorsed the NRC's recommendation subject to the shareholders' approval at this AGM.

The details and profiles of Adrian Lee Peng Yong who is standing for re-election at the 64<sup>th</sup> AGM is provided in the Directors Profile Section of the Company's Annual Report 2024.

### **Ordinary Resolution 4 – Payment of Directors' fees to the Non-Executive Directors.**

The Company is seeking shareholders' approval for the payment of Non-Executive Directors' fees to Non-Executive Directors for the period commencing 30 April 2025 until the next AGM of the Company based on the fee structure below.

Structure	Chairman	Member
	Fee (RM per annum)	Fee (RM per annum)
Board of Directors	345,000	100,000
Audit Committee	10,000	-
Nomination and Remuneration Committee	10,000	-
Risk Management Committee	10,000	-
Sustainability Committee	10,000	-

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### **Ordinary Resolution 5 – Payment of Non-Executive Directors benefits' of up to RM250,000**

The Company is seeking shareholders' approval for the payment of Non-Executive Directors benefits' of up to RM250,000 for the period commencing 30 April 2025 until the next AGM of the Company based on the fee structure below.

Structure	Chairman	Member
	Allowance (RM per annum)	Meeting Allowance (RM per meeting)
Board of Directors	154,092	-
Audit Committee	-	1,000
Nomination and Remuneration Committee	-	1,000
Risk Management Committee	-	1,000
Sustainability Committee	-	1,000

The Non-Executive Directors who are shareholders of the Company will abstain from voting on Resolution 4 and Resolution 5.

### **Ordinary Resolution 6 – Re-appointment of Auditors**

The Audit Committee (AC) had undertaken an annual assessment of the external auditors, KPMG PLT on their independence, scope of audit, audit fee, expert and experience, performance based on annual audit scope and planning. The AC was satisfied with the suitability of KPMG PLT on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the British American Tobacco Malaysia Group.

## 11. Explanatory Notes on Special Business

### **Ordinary Resolution 7 – Proposed Renewal of the Recurrent RPTs Mandate**

The proposed resolution, if passed, will enable British American Tobacco Malaysia Group to enter into the Recurrent RPTs 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 28 March 2025, which is available at the Company's corporate website at [www.batmalaysia.com](http://www.batmalaysia.com).

## 12. Personal Data Privacy

By lodging of a completed proxy form to the Company and the Share Registrar (as the case may be) for appointing a proxy(ies) and/or representative(s) to attend and vote at the 64<sup>th</sup> AGM and any adjournment therefore, a shareholder of the Company and the Share Registrar is hereby:

- i. consenting to the collection, use and disclosure of the member's personal data by the Company and to Share Registrar (as the case may be) for the purpose of the processing and administration by the Company and the Share Registrar (as the case may be) of proxy(ies) and representative(s) appointed for the 64<sup>th</sup> AGM (including any adjournment thereof), and in order for the Company and the Share Registrar (as the case may be) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively the **Purpose**).

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- ii. warranting that where the member discloses the personal data of shareholder's proxy(ies) and/or representative(s) to the Company and the Share Registrar (as the case may be), the shareholder has obtained to prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company and the Share Registrar (as the case may be) of the personal data of such proxy(ies) and/or representative(s) for the Purpose (**Warranty**); and
- iii. agreeing that the member will indemnify the Company and the Share Registrar (as the case may be) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of Warranty.

For the Purpose of the paragraph, "personal data" shall have the same meaning given in section 4 of Personal Data Protection Act 2010.

## Statement Accompanying Notice of the 64<sup>th</sup> AGM

(pursuant to Paragraph 8.27(2) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad)

There are no Directors standing for election at the forthcoming 64<sup>th</sup> AGM.