

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Sixtieth (“60<sup>th</sup>”) Annual General Meeting (“AGM”) of British American Tobacco (Malaysia) Berhad (the “Company”) will be held virtually at the broadcast venue, Infinity Room, Level 16, Guoco Tower, Damansara City, No. 6, Jalan Damanlela, Bukit Damansara, 50490 Kuala Lumpur on **Thursday, 22 April 2021** 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 2020 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 of whom retires pursuant to Clauses 109.1 and 109.2 of the Constitution of the Company:

- i. Dato’ Chan Choon Ngai

**Ordinary  
Resolution 1**

- ii. Eric Ooi Lip Aun

**Ordinary  
Resolution 2**

*Please refer to Explanatory Note 10*

3. To approve the payment of Directors’ fees and benefits to the Non-Executive Directors up to an amount of RM1,000,000.00 with effect from the 60<sup>th</sup> AGM of the Company until the next AGM of the Company.

**Ordinary  
Resolution 3**

*Please refer to Explanatory Note 10*

4. To re-appoint KPMG PLT as the Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration.

**Ordinary  
Resolution 4**

### AS SPECIAL BUSINESS

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

5. **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 5**

“THAT, the Recurrent RPTs Mandate (as defined in the Circular to Shareholders dated 24 March 2021) granted by the shareholders of the Company authorising the Company and/or its Subsidiaries (“**British American Tobacco Malaysia Group**”) to enter into 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

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Circular to Shareholders dated 24 March 2021 which are necessary for the British American Tobacco Malaysia Group's day-to-day operations, be and is hereby renewed and approved, provided that:

- i. the transactions are in the ordinary course of business and are on normal commercial terms that 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; and
- ii. disclosure of the aggregate value of the transactions conducted during the 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 again 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 RPTs Mandate.

AND FURTHER THAT, as the estimated values of the Recurrent RPTs given in Appendix II of the Circular to Shareholders dated 24 March 2021 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 24 March 2021."

*Please refer to Explanatory Note 11*

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

### By Order of the Board

#### SHARIFAH THAHERAH SYED TAHA

SSM PC No: 202008004234

MACS01735

Company Secretary

Kuala Lumpur  
24 March 2021

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### Notes:

1. Due to the current COVID-19 situation, the 60<sup>th</sup> AGM will be conducted through live streaming and online voting using Remote Participation and Voting (“RPV”) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd’s TIIH Online website at <https://tiih.online>. Please refer to the Administrative Details of the 60<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
2. The broadcast venue of the 60<sup>th</sup> AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. **No Members/Proxy(ies) will be allowed to be physically present at the broadcast venue.** If a Member is not able to attend the Meeting via RPV facilities, he/she can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
3. A Member is entitled to attend and vote remotely at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote remotely 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.
4. Where a Member of the Company is an exempt authorised nominee that 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 that 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(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.
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 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.
7. The Proxy Form must be duly executed and deposited at the Registrar of 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 twenty-four (24) hours before the time appointed for the taking of poll or **no later than 21 April 2021 at 12.00 noon**. The proxy appointment may also be lodged electronically via Tricor’s TIIH Online website at <https://tiih.online>.
8. Only Members whose names appear in the Record of Depositors as at **14 April 2021** (General Meeting Record of Depositors) shall be eligible to attend the Meeting remotely or appoint proxy(ies) to attend and vote remotely on his/her behalf.
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.

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### 10. Explanatory Notes on Ordinary Business

#### Note A

The Audited Financial Statements for the financial year ended 31 December 2020 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.

#### **Ordinary Resolutions 1 and 2 - To re-elect Dato' Chan Choon Ngai and Eric Ooi Lip Aun as Directors.**

Clause 109.1 of the Constitution states that one-third (1/3) of the Directors shall retire from office and be eligible for re-election. Clause 109.2 further states that the Directors to retire in every year shall be those who have been longest in office since their last election.

Dato' Chan Choon Ngai and Eric Ooi Lip Aun being eligible, have offered themselves for re-election at the 60<sup>th</sup> AGM.

The Nomination and Remuneration Committee had assessed the performance of the retiring Directors and recommended them for re-election as Directors due to their vast experience and contribution to the Company. Their profiles are stated in the Company's 2020 Annual Report. The Board has endorsed the Nomination and Remuneration Committee's recommendation subject to the shareholders' approval at this AGM.

#### **Ordinary Resolution 3 – Payment of Directors' fees and benefits to the Non-Executive Directors.**

The Company is seeking shareholders' approval for the payment of Non-Executive Directors' fees and benefits up to RM1,000,000.00 with effect from the 60<sup>th</sup> AGM of the Company until the conclusion of the next AGM of the Company in 2022 pursuant to Section 230(1) of the Companies Act, 2016.

The details of the Non-Executive Directors remuneration structure adopted by the Company are as follows:

Structure	Chairman		Member	
	Fee (RM per annum)	Allowance (RM per annum)	Fee (RM per annum)	Meeting Allowance (RM per meeting)
Board of Directors	345,000	154,092	100,000	-
Audit Committee	20,000	-	-	1,000
Nomination and Remuneration Committee	-	-	-	1,000
Risk Management Committee	-	-	-	1,000

The Non-Executive Directors who are shareholders of the Company will abstain from voting on Resolution 3.

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### 11. Explanatory Notes on Special Business

#### ***Ordinary Resolution 5 – Proposed Renewal of the Recurrent RPTs Mandate***

The 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 trading nature that 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 that 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 24 March 2021, 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 remotely at the 60<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 60<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**").
- 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 the 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 60<sup>th</sup> AGM**

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

The profiles of the Directors who are standing for re-election as per the Notice of the 60<sup>th</sup> AGM are stated in the Annual Report 2020.

The details of the Directors' interests in the securities of the Company as at 22 February 2021 are stated in the Annual Report 2020.