



**PETRONAS**

**PETRONAS GAS BERHAD**  
(Registration No.: 198301006447 (101671-H))  
(Incorporated in Malaysia)

**NOTICE OF COURT-CONVENED MEETING  
IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR  
IN THE FEDERAL TERRITORY OF MALAYSIA  
(COMMERCIAL DIVISION)**

**ORIGINATING SUMMONS NO. WA-24NCC(SOA)-27-10/2025**

In the matter of the Proposed Internal Reorganisation of PETRONAS Gas Berhad (Registration No.: 198301006447 (101671-H)) to be undertaken by way of a scheme of arrangement;

And

In the matter of PG Transco Sdn. Bhd. (Registration No.: 202401029648 (1575496-P)), PG Utilities East Sdn. Bhd. (Registration No.: 202401029320 (1575168-V)) and PG Gas Processing Sdn. Bhd. (Registration No.: 202401030189 (1576038-X));

And

In the matter of the Business Transfer Agreement dated 10 October 2025 between PETRONAS Gas Berhad (Registration No.: 198301006447 (101671-H)) & PG Transco Sdn. Bhd. (Registration No.: 202401029648 (1575496-P))

And

In the matter of the Business Transfer Agreement dated 10 October 2025 between PETRONAS Gas Berhad (Registration No.: 198301006447 (101671-H)), PG Utilities East Sdn. Bhd. (Registration No.: 202401029320 (1575168-V)) & PG Energia Sdn. Bhd. (Registration No.: 202401028688 (1574536-U))

And

In the matter of the Business Transfer Agreement dated 10 October 2025 between PETRONAS Gas Berhad (Registration No.: 198301006447 (101671-H)) & PG Gas Processing Sdn. Bhd. (Registration No.: 202401030189 (1576038-X));

And

In the matter of Sections 366 and 370 of the Companies Act 2016;

And

In the matter of Order 88 of the Rules of Court 2012.

**PETRONAS GAS BERHAD**  
**(Registration No.: 198301006447 (101671-H))**

**...Applicant**

### **NOTICE OF COURT-CONVENED MEETING**

**NOTICE IS HEREBY GIVEN** that by an Order of Court dated 8 December 2025, made in the above matter, the High Court of Malaya in Kuala Lumpur ("**Court**") has ordered that a court-convened meeting of the shareholder(s) of PETRONAS Gas Berhad ("**Company**") ("**Court-Convened Meeting**") be convened and such Court-Convened Meeting shall be conducted virtually through live streaming and online participation and voting via the online meeting platform at <https://investor.boardroomlimited.com> from the Broadcast Venue at Meeting Rooms 408-409, Level 4, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia on Thursday, 12 February 2026 at 10:00 a.m. for the purpose of considering and if thought fit, approving (with or without modification), a proposed scheme of arrangement between the Company and its shareholder(s) ("**Shareholder(s)**") pursuant to Sections 366 and 370 of the Companies Act 2016 ("**Act**") to effect the Proposed Internal Reorganisation (as defined below) ("**Scheme**").

The following resolution is proposed to be voted upon and approved at the Court-Convened Meeting by way of a resolution to be passed by not less than 75% in total value of the Shareholder(s) present and voting, in accordance with the constitution of the Company and Section 366(3) of the Act:

**"THAT** in compliance with the requirements of Section 366(2A)(b) of the Act, Datuk Adif bin Zulkifli who is the Chairman/ Non-Independent Non-Executive Director of the Company shall be appointed as the Chairman of the Court-Convened Meeting ("**Chairman**") and to report the results of the Court-Convened Meeting to the Court after the Court-Convened Meeting.

**THAT** subject to the sanction of the Court, approvals being obtained from the relevant authorities and subject to the passing of the following resolution, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to implement the following:

- a. transfer and vesting of the identified assets, liabilities and business undertakings of the Gas Transportation Business of the Company to PG Transco Sdn. Bhd. (Registration No.: 202401029648 (1575496-P)) ("**TransCo**"), a direct wholly-owned subsidiary of the Company, subject to the terms and conditions as set out in the Business Transfer Agreement dated 10 October 2025 entered into between the Company and TransCo;
- b. transfer and vesting of the identified assets, liabilities and business undertakings of the Utilities Business of the Company to PG Utilities East Sdn. Bhd. (Registration No.: 202401029320 (1575168-V)) ("**UT-East**"), a direct wholly-owned subsidiary of PG Energia Sdn. Bhd. (Registration No.: 202401028688 (1574536-U)) ("**Energia**"), which is also a direct wholly-owned subsidiary of the Company, subject to the terms and conditions as set out in the Business Transfer Agreement dated 10 October 2025 entered into between the Company, UT-East and Energia; and
- c. transfer and vesting of the identified assets, liabilities and business undertakings of the Gas Processing Businesses of the Company to PG Gas Processing Sdn. Bhd. (Registration No.: 202401030189 (1576038-X)) ("**GasPro**"), a direct wholly-owned subsidiary of the Company, subject to the terms and conditions as set out in the Business Transfer Agreement dated 10 October 2025 entered into between the Company and GasPro,

collectively referred to as, the "**Proposed Internal Reorganisation**".

**THAT** the Board be and is hereby authorised to complete and to give effect to the Proposed Internal Reorganisation and to do all acts and things for and on behalf of the Company as the Directors of the Company may consider necessary or expedient with full power to:-

- a. execute any other agreements, deeds, instruments, undertakings, declaration and/or arrangement including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and
- b. assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by any other relevant authorities or as may be deemed necessary by the Directors in the best interests of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation.

**THAT** authority be and is hereby given for the affixation of the Common Seal of the Company on the relevant documents or agreements to be entered into or prepared in connection with the Proposed Internal Reorganisation in accordance with the constitution of the Company.

**AND THAT** all previous actions taken by the Directors of the Company for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby adopted, approved and ratified.”

A copy of this Explanatory Statement detailing the Scheme and containing the Proxy Form required to be furnished pursuant to Section 369 of the Act is enclosed herewith (“**Document**”). Hardcopy of the Document can be obtained by the Shareholder(s) from the Company’s Share Registrar, Boardroom Share Registrars Sdn. Bhd. which office is located at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor from the date of the Document up to the date of the Court-Convened Meeting from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (except public holidays).

The resolution to be voted upon and approved in the Court-Convened Meeting shall be decided by way of poll. The Shareholder(s) may vote in person at the Court-Convened Meeting or they may appoint their proxy(ies) to attend and vote in their stead. A Proxy Form for the Court-Convened Meeting is enclosed in the Document.

The Proxy Form must be deposited with the Company’s Share Registrar, Boardroom Share Registrars Sdn. Bhd. which office is located at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, no later than forty-eight (48) hours before the date and time appointed for holding the relevant Court-Convened Meeting or any adjournment thereof.

The Scheme will be subject to the subsequent sanction of the Court.

Date: 14 January 2026

**Notes:-**

**1. IMPORTANT NOTICE**

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the meeting to be present at the main venue of the meeting.

Shareholders will not be allowed to attend this Court-Convened Meeting in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, participate, speak (including pose questions to the Board via real time submission of typed texts) and vote (collectively referred as “participate”) remotely at this Court-Convened Meeting via the Remote Participation and Electronic Voting (“**RPEV**”) facilities provided by Boardroom Share Registrars Sdn. Bhd. (Boardroom) via Boardroom Smart Investor Portal (BSIP) at <https://investor.boardroomlimited.com>.

Please read these notes carefully and follow the procedures in the Administrative Guide for the Court-Convened Meeting in order to participate remotely via RPEV. The Administrative Guide is available at the Company's website at [www.petronas.com/pgb](http://www.petronas.com/pgb).

## 2. PROXY AND/OR AUTHORISED REPRESENTATIVE

- (a) A member who is entitled to participate in this Court-Convened Meeting via RPEV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
- (b) A member of the Company who is entitled to participate at the meeting may appoint not more than two proxies to participate on his/her behalf provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
- (c) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities account it holds with ordinary shares of the Company standing to the credit of the said Securities account.
- (d) 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.
- (e) Where a member or the authorised nominee appoints two proxies, or where an Exempt Authorised Nominee appoints two or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (f) A member who has appointed a proxy or attorney or authorised representative to participate at Court-Convened Meeting via RPEV must request his/her proxy or attorney or authorised representative to register himself/herself as user via BSIP at <https://investor.boardroomlimited.com>. Procedures for RPEV can be found in the Administrative Guide for the Court-Convened Meeting.
- (g) The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be deposited with Boardroom not less than 48 hours before the time appointed for holding the Court-Convened Meeting or any adjourned thereof at which the person named in the appointment proposes to vote:
  - (i) In hard copy form  

In the case of an appointment made in hard copy form, the Proxy Form must be deposited with Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor; or
  - (ii) By electronic means  

The Proxy Form can be electronically lodged with Boardroom through BSIP at <https://investor.boardroomlimited.com>. Kindly refer to the Administrative Guide for the Court-Convened Meeting on the procedures for electronic lodgement of Proxy Form via BSIP.
- (h) Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
- (i) Last date and time for lodging the Proxy Form is Tuesday, 10 February 2026, 10:00 a.m.
- (j) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with Boardroom or at the address stated under item (g)(i) above not less than 48 hours before the time appointed for holding the Court-Convened Meeting or any adjournment thereof at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

- (k) For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with Boardroom at the address stated under item (g)(i) above. The certificate of appointment of authorised representative should be executed in the following manner:
    - (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
    - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by at least two authorised officers, of whom one shall be a director or any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
  - (l) By submitting the duly executed Proxy Form, the member and his/her proxy(ies) consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the Court-Convened Meeting and any adjournment thereof.
3. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad (Bursa Malaysia) the resolution set out in the Notice of Court-Convened Meeting will be put to vote by way of poll.