

PETRONAS GAS BERHAD
(Incorporated in Malaysia)

THIRTIETH ANNUAL GENERAL MEETING

Minutes of the Thirtieth Annual General Meeting of PETRONAS Gas Berhad held at Emerald Room, Mandarin Oriental Hotel, Kuala Lumpur City Centre, on Thursday, 16 May 2013 at 10.00 a.m.

Present : Y. Bhg. Datuk Anuar bin Ahmad (Chairman)
Encik Samsudin bin Miskon
Y. Bhg. Dato' N Sadasivan
Y. Bhg. Dato' Ab. Halim bin Mohyiddin
Y. Bhg. Dato Mohammad Medan bin Abdullah
Mr. Lim Beng Choon
Datuk Rosli bin Boni
Ir. Pramod Kumar Karunakaran

In Attendance : Puan Intan Shafinas (Tuty) Hussain (Secretary)
Encik Yeap Kok Leong (Secretary)

1.0 WELCOMING ADDRESS BY THE CHAIRMAN

The Chairman welcomed all present to the Thirtieth Annual General Meeting of the Company.

2.0 QUORUM

The Secretary confirmed that a quorum was present for the meeting.

The Secretary further informed the meeting that the total number of proxy forms received within prescribed period were 330 and they represented a total of 1,676,334,090 shares of RM1.00 each in the paid up capital of the Company.

3.0 NOTICE

The Notice of the Meeting dated 23 April 2013 was taken as read as it was sent and received by Members together with the Annual Report for the Year Ended 31 December 2012.

The Chairman informed the meeting that the Company received questions from Minority Shareholders Watchdog Group, and Kumpulan Wang Simpanan Pekerja which the Company have replied and posted on the Company's website.

The Chairman also announced that the voting for the substantive resolutions in accordance with Malaysian Code on Corporate Governance 2012 is available.

4.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

Resolution 1

On the proposal of Mr. Ewe Poh Teong and seconded by Mr. Phang Ah Kow, it was **RESOLVED**:-

THAT the Audited Financial Statements of the Company for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon be and are hereby received.

5.0 PAYMENT OF FINAL DIVIDEND

Resolution 2

On the proposal of Mr. Santhanam Anthony and seconded by Mr. Abdul Rahim Bidun, it was **RESOLVED**:-

THAT the payment of final dividend of 35 sen per ordinary share under single tier system in respect of the financial year ended 31 December 2012 be and is hereby approved.

6.0 RE-ELECTION OF DIRECTORS

6.1 Resolution 3

Re-election of Datuk Anuar bin Ahmad

On the proposal of Mr. Abdul Rahim and seconded by Mr. Santhanam Anthony, it was **RESOLVED**:-

THAT Datuk Anuar bin Ahmad be and is hereby re-elected a Director of the Company pursuant to Article 93 of the Company's Articles of Association.

6.2 Resolution 4

Re-election of Datuk Rosli bin Boni

On the proposal of Mr. G. Balon and seconded by Mr. Ewe Poh Teong, it was **RESOLVED**:-

THAT Datuk Rosli bin Boni be and is hereby re-elected a Director of the Company pursuant to Article 93 of the Company's Articles of Association.

7.0 DIRECTORS' FEES FOR FINANCIAL YEAR ENDING 31 DECEMBER 2013

Resolution 5

On the proposal of Mr. Phang Ah Kow and seconded by Mr. Abdul Rahim, it was **RESOLVED**:-

THAT the payment of Directors' fees of up to RM986,000.00 by the Company for the financial year ending 31 December 2013 be and is hereby approved.

8.0 RE-APPOINTMENT OF AUDITORS

Resolution 6

On the proposal of Abdul Rahim Bidun and seconded by G. Balon, it was **RESOLVED:-**

THAT Messrs. KPMG Desa Megat & Co. be and are hereby re-appointed as Auditors of the Company for the ensuing year and the Directors are hereby authorised to fix their remuneration.

As Special Business

9.0 RE-APPOINTMENT OF DIRECTORS OVER THE AGE OF 70

Resolution 7

On the proposal of Encik Norarnizar Ali Amran and seconded by Mr. Santhanam Anthony, it was **RESOLVED:-**

THAT Dato' N. Sadasivan s/o N.N. Pillay retiring in accordance with Section 129 of the Companies Act, 1965, Malaysia and who has served as an Independent Director of the Company for more than nine years be and is hereby re-appointed as an Independent Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.

12.0 CLOSURE OF MEETING

There being no other business, the Chairman thanked the Members for their attendance.

The meeting was adjourned at 11.30 am.

Signed as a correct record of the
proceedings

Signed

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CHAIRMAN