

**MINUTES OF THE 62ND ANNUAL GENERAL MEETING OF
PETRON MALAYSIA REFINING & MARKETING BHD
(June 17, 2021)**

Time and Place

The 62nd Annual General Meeting (“AGM” or “Meeting”) of **PETRON MALAYSIA REFINING & MARKETING BHD** (the “Company” or “PMRMB”) was held on June 17, 2021 at Level 12A, Menara I&P Tower 1, No. 46 Jalan Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia. The meeting commenced at 2:00 p.m. Arising from the COVID-19 Pandemic-related Movement Control Order (as mandated by the Malaysian Government) the Meeting was held using Remote Participation and Voting (“RPV”) technology.

Attendance – Directors

The following members of the Board of Directors the Company were present at the meeting:

Mr. Ramon S. Ang (Chairman) – via RPV from Manila, Philippines

Y Bhg Dato’ Zainal Abidin Putih (Independent Director) via RPV from Kuala Lumpur

Ms. Chua See Hua (Independent Director) – via RPV from Kuala Lumpur

Mr. Fong Seow Kee (Independent Director) – via RPV from Kuala Lumpur

Mr. Antonio Martin Cailao (Independent Director) – via RPV from Manila, Philippines

Y. Bhg. Dato’ Noorizah Abdul Hamid (Independent Director) – via RPV from Kuala Lumpur

Mr. Lubin B. Nepomuceno (Executive Director/Chief Executive Officer) – via RPV from Manila, Philippines

Ms. Aurora T. Calderon (Executive Director) – via RPV from Manila, Philippines

Mr. Ferdinand K. Constantino (non-Executive Director) – via RPV from Manila, Philippines

In attendance were the following Officers:

Pn. Faridah Ali (General Manager) – via RPV from Kuala Lumpur

Mr. Mark Tristan D. Caparas (Chief Finance Officer) – via RPV from Kuala Lumpur

Mr. Manoj Devadasan (General Counsel/Company Secretary) – via RPV from Kuala Lumpur

CHAIRMAN OF THE MEETING

Company Secretary informed the Shareholders that as the Meeting was conducted via a RPV from a platform managed by share registrar Messrs. Tricor Investor Issuing House Services (“TRICOR”) and located in Kuala Lumpur, the Chairman of the Board had requested Y. Bhg. Dato’ Zainal Abidin Putih to chair the AGM.

CALL TO ORDER / NOTICE / PROXIES / QUORUM

Y. Bhg. Dato’ Zainal Abidin Putih then proceeded to chair the AGM.

Following confirmation that the Notice of Meeting had been dispatched to shareholders via electronic means on April 28, 2021, it was confirmed that a total of 380 shareholders (56 via proxies) had registered to attend the AGM via RPV. It was also confirmed that the Chairman of the AGM, Y. Bhg. Dato’ Zainal Abidin Putih, was the corporate representative of Petron Oil & Gas International Sdn Bhd (“POGI”) and, as such, had the necessary right to propose, second and vote on all resolutions on behalf of POGI.

There being a quorum in attendance, the Chairman of the AGM called the Meeting to order. The General Counsel/Company Secretary, Mr. Manoj Devadasan, recorded the minutes of the AGM.

VOTING PROCESS

The Chairman requested the Company Secretary to inform the shareholders of the voting process.

Mr. Manoj Devadasan informed the shareholders/proxies that as the AGM was a ‘virtual’ meeting, hence, shareholders/proxies could cast their votes electronically via the RPV system at anytime. He then



read out the eight (8) Resolutions tabled at the AGM as proposed by the Board of Directors, and as informed to the shareholders via the Notice of AGM dated April 28, 2021. Shareholders/proxies were reminded that all voting shall be by poll.

PRESENTATION - COMPANY'S PERFORMANCE REPORT

The Chairman of the AGM then invited Puan Faridah Ali, General Manager, to deliver the Management's presentation on the Company's business performance for the year. Key highlights presented were as follows:

- In 2020, the COVID-19 pandemic triggered a record drop in demand and oversupply of crude and fuel products worldwide. As a result, Dated Brent prices plunged by almost US\$50 per barrel in just three months, reaching a monthly average of only US\$19 per barrel in April 2020—its lowest in two decades. By second half of 2020, oil production cuts by OPEC and Russia helped stabilized prices.
- The Company's retail sales volume for year 2020 decreased by 18% compared to 2019. The Company's commercial sales was hardest hit with volumes dropping by 39% due to air travel restrictions and slower commercial activities. The combined effects of the significant demand drop and collapse in oil prices caused the Company's revenue to reduce by 44% to RM6.5 billion from RM11.5 billion in year 2019.
- In addition to lower sales volume, the Company suffered significant net inventory holding losses due to sudden plunge of oil price in the first half of 2020. In overcoming these financial challenges, the Company implemented cost reduction measures and deferred less critical projects and activities. The Company was able to reduce its operating expenses by 10%, contributing savings of RM20 million. Further, financial recovery in the second half cushioned the drastic impact of the pandemic in the first half of 2020. This greatly reduced the Company's net loss for the whole year to RM13 million.
- The Company continued to recover financially in the first quarter of 2021, generating a net income of RM103 million, mainly due to net inventory holding gains together with the Company's continued cost saving measures.
- As the Company operated under the new normal, it continued to prioritize the health and safety of its employees. Stringent safety protocols were followed in offices, facilities, and stations.



Flexible work arrangements were implemented across the organisation, while ensuring consistent critical operations.

- Despite current challenges, the Company continued with its priority projects. The Company's new Diesel Hydrotreater facility (DHT) began producing Euro 5 diesel in April 2021. Two new 250,000-barrel product tanks were completed in March 2021 and a new Single Buoy Mooring system was commissioned in May 2021 as part of the Marine Import Facility 2 (MIF2) project. Twenty five (25) new stations were added in 2020, 14 of which are under PMRMB.
- The Company strived to “#FuelHappy” amid a challenging 2020. Loyal customers enjoyed more discounts and rewards through the Petron Miles programme. In collaboration with PayNet, the Company became the first oil company to accept MyDebit ATM cards at fuel pumps without holding RM200 as security. In addition, the Company launched two campaigns in collaboration with PayNet and Tourism Malaysia. The Company also teamed up with digital platforms, FoodPanda and Socar, and introduced cashless payment for its LPG home delivery as added convenience for its customers.
- The Company carried out CSR programmes to bring relief to hard-hit communities. PPEs, food items, Petron Gasul, and PMiles points redeemable for fuel were donated to affected families as well as frontliners. The Company's employees also made personal donations, which donations were matched by the Company to make 40,000 face shields. The Company's Dealers also initiated various CSR programmes such as community tables during the lockdown.

QUESTIONS FROM SHAREHOLDERS/PROXIES

The Chairman of the AGM then invited questions from Shareholders. Questions submitted in advance by shareholders were addressed first.

Shareholders/proxies present via RPV then posed questions (“live questions”) relating to the Company, its performance, operations and audited accounts. The Chairman of the AGM informed all Shareholders/proxies that all live questions submitted by Shareholders/proxies via the system at the fully virtual AGM that were not answered during the allotted time for the Question and Answer session will be addressed by Management and placed on the Company's website as soon as possible.

[The Shareholders'/proxies' questions and Management's responses are as on Appendix A'].



POLL VOTING

Following the question and answer session, the Chairman of the AGM moved to allow all shareholders/proxies who had yet to cast their votes (in relation to the resolutions tabled), an additional ten (10) minutes duration to complete their voting via the RPV system.

COUNTING OF VOTES / TEMPORARY AGJOURNMENT

Following the above ten (10) minute additional time provided for voting, the Chairman of the AGM announced that voting period was closed. The AGM was then temporarily adjourned by the Chairman of the AGM at 3:25 p.m. for twenty (20) minutes to allow TRICOR Sdn Bhd to tabulate the votes and obtain confirmation from Messrs. Coopers Professional Scrutineers Sdn Bhd that acted as Independent Scrutineers for the AGM.

At 3.45 p.m., the AGM was re-convened by the Chairman of the AGM. Company Secretary, Mr. Manoj Devadasan, read out the results of the Poll Voting as confirmed and the Chairman of the AGM who then declared the respective Resolutions below, as approved and duly carried:

- Resolution 1** - THAT the payment of final dividend of 5 sen per ordinary share for the year ended 31 December 2020, be and is hereby approved.
- Resolution 2** - THAT the re-election of Independent Director Mr. Ramon S. Ang as a Director of the Company in accordance to Articles 103 and 104 of the Company's Constitution, be and is hereby approved.
- Resolution 3** - THAT the re-election of Independent Director Ms. Aurora T. Calderon as a Director of the Company in accordance to Articles 103 and 104 of the Company's Constitution, be and is hereby approved.
- Resolution 4** - THAT the re-election of Independent Director Mr. Lubin B. Nepomuceno as a Director of the Company in accordance to Articles 103 and 104 of the Company's Constitution, be and is hereby approved.



- Resolution 5** - THAT the appointment as an Independent Directors of Y. Bhg. Dato' Zainal Abidin Putih - who has served more than twelve (12) years as an Independent Director - in compliance with Article 101(d) of the Company's Constitution and Practice 4.2 of the Malaysian Code on Corporate Governance 2017, be and is hereby approved.
(The voting on this resolution was via a two-tier system)
- Resolution 6** - THAT the payment of Directors' Fees for the Independent Directors, as follows:
- (a) Annual Directors Fees of RM78,000 to be paid to each Independent Director in 2021.
 - (b) The following payments from June 17, 2021 until the next Annual General Meeting in 2022:
 - (i) Attendance Allowance of RM3,000 per meeting for each Independent Director Chairperson of a Committee;
 - (ii) Attendance Allowance of RM2,500 per meeting for each Independent Director (who is not a Chairperson of a Committee);
 - (iii) (up to) RM700 per month in fuel allowance /claims by each Independent Director; and
 - (c) An ex gratia bonus payment of RM15,000 for each Independent Director who served a full term in 2020, for services rendered to the Company.
- be and is hereby approved.
- Resolution 7** THAT the appointment of Messrs PricewaterhouseCoopers as Auditors of the Company for the financial year ending 31 December 2021, to hold office until the conclusion of the AGM in 2022 (with authorization to the Board of Directors to determine their remuneration), be and is hereby approved.
- Resolution 8** THAT the New Shareholders' Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature, as follows:
- (a) Subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries to



enter into the recurrent related party transactions of revenue or trading nature with the related parties as specified in Section 2.5 of the Circular to Shareholders dated 28 April 2021 (“Circular”), provided that such transactions are necessary for day-to-day operations and carried out in the ordinary course of business and at arms-length basis on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company;

- (b) the authority conferred by such mandate shall continue to be in force until:
- (i) the conclusion of the next AGM of the Company following the forthcoming AGM, at which time it shall lapse, unless by a resolution passed at a general meeting, the mandate is again renewed; or
 - (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may ne allowed pursuant to Section 340(4) of the Act); or
 - (iii) revoked or varied by a resolution passed by the shareholders in a general meeting.
- whichever is the earlier;
- (c) and the Directors of the Company be and are hereby empowered and authorized to complete and do all such acts and things as they may consider expedient or necessary to give effect to this Ordinary Resoluitiion.

be and is hereby approved.

(For voting on this resolution, major shareholder Petron Oil & Gas International Sdn Bhd abstained from voting due to its conflict of interest).

Adjournment

The Chairman thanked the Shareholders present for their participation and support. There being no further business, the Annual General Meeting was adjourned at 3:55 p.m. with a vote of thanks to the Chair.



Respectfully prepared/submitted by



MANOJ DEVADASAN
Corporate Secretary

Confirmed by the Board of Directors:



MR. RAMON S. ANG
Chairman

Date: 26 August, 2021